



Draft Prospectus

Dated: February 28, 2025

Fixed Price Issue


Please read Section 26 and 32 of the Companies Act, 2013
(This Draft Prospectus will be updated upon filing with ROC)

(Scan this code to view Offer Document)



UNITED TECHFAB LIMITED

Corporate Identity Numbers: U17120GJ2012PLC069888

REGISTERED OFFICE		CORPORATE OFFICE		CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425		Survey No 238 239 Shahwadi, Opp Aarvee Denim Narol Sarkhej Highway, Shahwadi, Ahmedabad, Ahmadabad City, Gujarat, India, 382405		Mr. Sohitkumar Dineshchandra Mehta Company Secretary & Compliance Officer	Mobile No: +91 9879228031 Email Id: cs@unitedtechfab.com	www.unitedtechfab.com
PROMOTERS OF OUR COMPANY: MR. GAGAN NIRMALKUMAR MITTAL, MR. NIRMALKUMAR MANGALCHAND MITTAL, MR. RITESH KAMALKISHORE HADA, MR. KAMALKISHORE HADA, UNITED POLYFAB PRIVATE LIMITED						
DETAILS OF THE ISSUE						
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE	ELIGIBILITY		
Fresh Issue	Upto 47,60,000 Equity Shares aggregating to ₹ [●] Lakhs	Nil	Upto 47,60,000 Equity Shares aggregating to ₹ [●] Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229(2) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.		
DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION: NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES						
RISK IN RELATION TO THE FIRST ISSUE						
The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in chapter titled "Basis for Issue Price" beginning on Page No. 95 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.						
GENERAL RISKS						
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued 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 Draft Prospectus. Specific attention of the investors is invited to the section titled " Risk Factors " beginning on Page No. 25 of this Draft Prospectus.						
ISSUER'S ABSOLUTE RESPONSIBILITY						
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft 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 Issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited (BSE SME) in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").						
LEAD MANAGER TO THE ISSUE						
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE		
 Nirbhay Capital Services Private Limited		Mr. Kunjal Soni		Email: kunjal@nirbhaycapital.com Tel. No: +91 79 48970649 M. No: +91 9825052071		
REGISTRAR TO THE ISSUE						
NAME AND LOGO		CONTACT PERSON		EMAIL & TELEPHONE		
 KFIN Technologies Limited		M Murali Krishna		Email: utl.ipo@kfintech.com Tel. No: +91 40 6716 2222		
BID/ISSUE PERIOD						
BID/ISSUE OPENS ON: [●]*				BID/ISSUE CLOSES ON: [●]*		

*UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.



UNITED TECHFAB LIMITED

Corporate Identity Numbers: U17120GJ2012PLC069888

Our Company was originally incorporated as “United Techfab Private Limited” as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 16, 2012, issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated July 05, 2024 and consequently, the name of our Company was changed from “United Techfab Private Limited” to “United Techfab Limited” and a fresh certificate of incorporation dated August 28, 2024 was issued to our Company by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U17120GJ2012PLC069888.

Registered Office: Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425

Website: www.unitedtechfab.com **E-Mail:** cs@unitedtechfab.com; **Telephone No:** +91 9879228031

Company Secretary and Compliance Officer: Mr. Sohikumar Dineshchandra Mehta

PROMOTERS OF OUR COMPANY: MR. GAGAN NIRMALKUMAR MITTAL, MR. NIRMALKUMAR MANGALCHAND MITTAL, MR. RITESH KAMALKISHORE HADA, MR. KAMALKISHORE HADA, UNITED POLYFAB PRIVATE LIMITED

THE ISSUE

PUBLIC ISSUE OF UPTO 47,60,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF UNITED TECHFAB LIMITED (“UTL”) OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE (THE “ISSUE PRICE”) AGGREGATING TO ₹ [●] LAKHS (“THE ISSUE”), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREIN AFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED FROM TIME TO TIME. For further details, please refer chapter titled “*Terms of The Issue*” beginning on Page No. 232 of this Draft Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, dated November 10, 2015 and the all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self-Certified Syndicate Banks (“SCSBs”) for the same. Further pursuant to SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, for implementation of Phased II for UPI facility, which is effective from July 01, 2019, 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 or UPI ID (in case of RIIs), in which the corresponding Application Amounts will be blocked by the SCSBs or under the UPI Mechanism, as applicable. For details, please refer chapter titled “*Issue Procedure*” beginning on Page No. 240 of this Draft Prospectus.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS ₹ [●]. THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹ 10/- per Equity Shares and the Issue price is [●] times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager) as stated in the chapter titled “*Basis for Issue Price*” beginning on Page No. 95 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. 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 offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on Page No. 25 of this Draft Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on SME Platform of BSE Limited (“BSE SME”), in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an In-Principle Approval letter dated [●] from BSE Limited (“BSE”) for using its name in this offer document for listing our shares on the SME Platform of BSE Limited (“BSE SME”). For the purpose of this Issue, the designated Stock Exchange is the BSE.

LEAD MANAGER



NIRBHAY CAPITAL SERVICES PRIVATE LIMITED
SEBI Registration Number: INM000011393
Address: 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat, India
Tel No: +91 79 48970649;
M. No.: +91 9825052071
Email Id: kunjaj@nirbhaycapital.com
Investors Grievance Id: ipo@nirbhaycapital.com
Website: www.nirbhaycapital.com
Contact Person: Mr. Kunjal Soni
CIN: U67120GJ2006PTC047985

REGISTRAR TO THE ISSUE



KFIN Technologies Limited
SEBI Registration No.: INR000000221
Address: Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032, Telangana
Telephone: +91 40 6716 2222
Email: utl.ipo@kfintech.com
Investor grievance e-mail: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M Murali Krishna
CIN: L72400TG2017PLC117649

BID/ISSUE PERIOD

ISSUE OPENS ON: [●]*

ISSUE CLOSES ON: [●]*

*UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.

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Pursuant to Schedule VI of SEBI (ICDR) Regulations, 2018



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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.

*The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. Notwithstanding the foregoing, terms used in the chapters titled “**Industry Overview**”, “**Key Industry Regulations**”, “**Statement of Possible Tax Benefits**”, “**Restated Financial Information**”, “**Basis for Issue Price**”, “**History and Corporate Structure**”, “**Other Regulatory and Statutory Disclosures**”, “**Outstanding Litigations and Material Developments**” and “**Description of Equity Shares and Terms of the Articles of Association**” beginning on Page Nos. 105, 137, 102, 184, 95, 147, 216, 203 and 288, respectively, of this Draft Prospectus shall have the meaning ascribed to such terms in such sections.*

General Terms

Term	Description
“United Techfab”/ “UTL”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer”	United Techfab Limited, a public limited company, registered under the Companies Act, 1956 and having its registered office at Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425
Our Promoters	Mr. Gagan Nirmalkumar Mittal, Mr. Nirmalkumar Mangalchand Mittal, Mr. Ritesh Kamalkishore Hada, Mr. Kamalkishore Hada, United Polyfab Private Limited
Promoters’ Group	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 and Promoter’s Group ” beginning on Page No. 167 of this Draft Prospectus.
You or Your or Yours	Prospective Investors in the Issue

Company Related Terms

Term	Description
Articles / Articles of Association/AOA	Articles of Association of our Company.
Audit Committee	The Audit Committee of the Board of Directors constituted in accordance with Section 177 of the Companies Act, 2013. For details, please refer chapter titled “ Our Management ” beginning on Page No. 151 of this Draft Prospectus.
Auditor of our Company / Joint Statutory Auditor / Peer Review Auditor	The Statutory Auditors of our Company, being Rajiv Shah & Associates, Chartered Accountants holding a valid Peer Review certificate as mentioned in the section titled “ General Information ” beginning on Page No. 57 of this Draft Prospectus.
Bankers to the Company	Punjab National Bank, being Banker to the Company.
Board of Directors / Board / BOD	The Board of Directors of United Techfab Limited unless otherwise specified.
Companies Act	The Companies Act, 1956/2013 as amended from time to time.
CIN	Corporate Identification Number of our Company i.e., U17120GJ2012PLC069888
Chairman	Mr. Gagan Nirmalkumar Mittal, being Chairman of the Company
Chief Financial Officer (CFO)	The Chief Financial officer of our Company, being Mr. Satishkumar Badriprasad Malaviya



Term	Description
Company Secretary and Compliance Officer (CS)	The Company Secretary and Compliance Officer of our Company, being Mr. Sohikumar Dineshchandra Mehta
Corporate Office	Survey No 238 239 Shahwadi, Opp Aarvee Denim Narol Sarkhej Highway, Shahwadi, Ahmedabad, Ahmadabad City, Gujarat, India, 382405
Depositories Act	The Depositories Act, 1996, as amended from time to time
DIN	Director Identification Number
Director(s)	Directors on our Board as described “ Our Management ” beginning on page 151 of this Draft Prospectus.
Equity Shares	Equity Shares of our Company of face value of ₹ 10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons / Entities holding Equity Shares of Our Company.
Executive Director	Executive Director of our Company Mr. Gagan Nirmalkumar Mittal.
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed under section titled “ Information with respect to Group Companies ” beginning on Page No. 178 of this Draft Prospectus.
Independent Director	A Non-executive & Independent Director as per the Companies Act, 2013.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	INE17FV01018
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 ” beginning on Page No. 151 of this Draft Prospectus.
MD/Managing Director	Managing Director of our Company Mr. Nirmalkumar Mangalchand Mittal
MOA/ Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time
Non-Residents	A person resident outside India, as defined under FEMA
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details, please refer chapter titled “ Our Management ” beginning on Page No. 151 of this Draft Prospectus.
Non-Executive Director	A Director not being an Executive Director or an Independent Director.
NRI / Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India Regulations, 2000.
Registered Office	Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425
Restated Financial Statements	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the period ended August 31, 2024 and the financial year ended March 31, 2024, 2023 and 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
ROC / Registrar of Companies	Registrar of Companies, Ahmedabad, Gujarat
Shareholders	Shareholders of our Company
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of our Board of Directors constituted in accordance with Section 178 of the Companies Act, 2013. For details, please refer



Term	Description
	chapter titled “Our Management” beginning on Page No. 151 of this Draft Prospectus.
Whole Time Director (WTD)	“Whole-time director” includes a Director in the whole-time employment of the company.

Issue Related Terms

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Bidders Bidding through the ASBA process, which will be considered as the application for Allotment in terms of the Prospectus and the Prospectus.
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued.
Basis of Allotment	The basis on which Equity Shares will be allotted to successful applicants under the Issue and which is described in “Basis of allotment” under chapter titled “Issue Procedure” beginning on Page No. 240 of this Draft Prospectus.
Bankers to the Issue and Refund Banker	To be updated on filing of Prospectus with ROC
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid cum Application Form	The form in terms of which the Bidder shall make a Bid, including an ASBA Form, and which shall be considered as the application for the Allotment of Equity Shares pursuant to the terms of the Prospectus.
Bidder/ Applicants	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.
Business Day	Monday to Friday (except public holidays).



Terms	Description
Broker Centres	Broker Centres notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
BSE SME	The SME Platform of BSE Limited (“BSE SME”), approved by SEBI as an SME Exchange for listing of equity shares Issued under Chapter IX of the SEBI (ICDR) Regulations, 2018.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE.
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Circular on Streamlining of Public Issues/ UPI Circular	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, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
Controlling Branches	Such branches of SCSBs which coordinate Applications under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in 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, name of the applicant father/husband, investor status, occupation and Bank Account details.
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Date	The date on which amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, in terms of this Draft Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer.
Designated Intermediaries	The members of the Syndicate, sub-syndicate/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are categorized to collect Application Forms from the Applicant, in relation to the Issue.



Terms	Description
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . Intermediaries or at such other website as may be prescribed by SEBI from time to time.
DP ID	Depository Participant's Identity Number
Draft Prospectus	This Draft Prospectus dated February 28, 2025 issued in accordance with Section 26 of the Companies Act filed with the SME Platform of BSE under SEBI (ICDR) Regulations.
Designated Stock Exchange	SME Platform of BSE Limited.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to subscribe to the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Equity Shares	Equity Shares of our Company of face value Rs. 10/- each
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Escrow and Sponsor Bank Agreement	Agreement dated [●] entered into amongst our Company, the Registrar to the Issue, the Lead Manager and Banker to the Issue and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Escrow Account(s)	Account(s) opened with the Bank(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●].
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Fresh Issue	Fresh issue of Upto 47,60,000 Equity Shares by our Company aggregating up to ₹ [●] Lakhs to be issued by our Company as part of the Issue, in terms of the Draft Prospectus/Prospectus.
First Applicant	Applicant whose name appears first in the Application Form in case of a joint application form and whose name shall also appear as the first holder of the beneficiary account held in joint names or in any revisions thereof.



Terms	Description
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
“General Information Document” or “GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the circular no. SEBI / HO / CFD / DIL2 / CIR / P / 2020 / 50 dated March 30, 2020, as amended by SEBI from time to time.
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, notified by SEBI, suitably modified and included in the chapter titled “ Issue Procedure ” beginning on page 240 of this Prospectus.
Issue Opening Date	The date on which the Issue opens for subscription.
Issue Closing date	The date on which the Issue closes for subscription.
Issue Period	The periods between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants may submit their application.
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of Upto 47,60,000 Equity Shares of ₹ 10/- each at ₹ [●] per Equity Shares including Share Premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs by United Techfab Limited.
Issue Price	The price at which the Equity Shares are being issued by our Company through this Draft Prospectus, being ₹ [●] (including share premium of ₹ [●] per Equity Share).
LM / Lead Manager	Lead Manager to the Issue, in this case being Nirbhay Capital Services Private Limited.
Lot Size	Lot Size for the Issue being [●]
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE Limited (“BSE SME”).
Market Maker	The Market Maker to the Issue, in this case being [●].
Market Making Agreement	The Agreement entered into between the Market Maker and our Company dated [●].
Market Maker Reservation Portion	The Reserved portion of up to [●] Equity shares of ₹ 10 each at an Issue Price of ₹ [●] aggregating to ₹ [●] for Designated Market Maker in the Public Issue of our Company.
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended.
Net Proceeds	Proceeds of the Offer that will be available to our Company, i.e., gross proceeds of the Fresh Issue, less Offer expenses to the extent applicable to the Fresh Issue.
NCLT	National Company Law Tribunal
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹ 10/- each at ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share aggregating to ₹ [●] Lakhs by United Techfab Limited.



Terms	Description
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Non-Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Issue, after retail portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 87 of this Draft Prospectus.
Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/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 validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Registrar / Registrar to the Issue	Registrar to the Issue being KFIN Technologies Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors /(RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000/.
Retail Portion	The portion of the Net Issue being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.
Revision Form	The form used by the Applicant, to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s) QIB Applicant and Non-Institutional Applicant are not allowed to lower their Application Forms (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Bidders can revise their Application Forms during the Issue Period and withdraw their Application Forms until Issue Closing Date.
Self-Certified Syndicate Bank(s)/ SCSBs	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35
Sponsor Bank	The Banker to the Offer registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate



Terms	Description
	collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
TRS / Transaction Registration Slip	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriter	The Underwriter to the Issue, in this case being [●].
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]
UPI	Unified payment 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, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Offer in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
Working Days	Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Technical and Industry Related Terms

Term	Description
AUTFS	Amended Technology Upgradation Fund Scheme
CAD	Current Account Deficit
CCEA	Cabinet Committee on Economic Affairs
CAGR	Compound Annual Growth Rate
CP	Continuous Polymerization



Term	Description
CPI	Consumer Prices Index
DGCA	Directorate General of Civil Aviation
DGFT	Directorate General of Foreign Trade
EMDEs	Emerging Market and Developing Economies
FDI	Foreign Direct Investment
GAV	Gross Value Added
GDP	Gross Domestic Product
Grey Fabrics	Grey & Denim Fabrics
HFI	High Frequency Indicators
IBST	Indigo Bottom Sulphur Top
IIP	Index of Industrial Production
IWDP	Integrated Wool Development Programme
MEIS	Merchandise Exports from India Scheme
MSME	Micro Small and Medium Enterprise
NBFC	Non-Banking Financial Companies
NEER	Nominal Effective Exchange Rate
PMP	Phased Manufacturing Programme
PPP	Purchasing Power Parity
TUFS	Technology Up-gradation Fund Scheme
USDA's	U.S. Department of Agriculture's
WEO	World Economic Outlook
WPI	Wholesale Price Index

Conventional and General Terms/ Abbreviations

Term	Description
A/c	Account
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
Act or Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as amended from time to time
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
AGM	Annual General Meeting
AO	Assessing Officer
ASBA	Application Supported by Blocked Amount
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BG	Bank Guarantee
CAGR	Compounded Annual Growth Rate
Calendar Year	Unless context otherwise requires, shall refer to the twelve month period ending December 31
CAN	Confirmation Allocation Note
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT	Commissioner of Income Tax



Term	Description
CRR	Cash Reserve Ratio
CGST	Central Goods & Services Tax
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended from time to time
DIN	Director identification number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry
DP/ Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
DP ID	Depository Participant's Identification
EBIDTA	Earnings Before Interest, Depreciation, Tax and Amortization
ECS	Electronic Clearing System
EOGM/EGM	Extra-ordinary General Meeting
EPS	Earnings Per Share i.e. profit after tax for a fiscal year divided by the weighted average outstanding number of equity shares at the end of that fiscal year
Financial Year/ Fiscal Year/ FY	The period of twelve months ended March 31 of that particular year
FDI	Foreign Direct Investment
FDR	Fixed Deposit Receipt
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there-under and as amended from time to time
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
FII	Foreign Institutional Investor (as defined under SEBI FII (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gov/ Government/GoI	Government of India
GST	Goods and Services Tax
GSTIN	GST Identification Number
HUF	Hindu Undivided Family
IGST	Integrated GST
IFRS	International Financial Reporting Standard
ICSI	Institute of Company Secretaries of India



Term	Description
ICAI	Institute of Chartered Accountants of India
IBEF	India Brand Equity Foundation
IMPS	Immediate Payment Service
Indian GAAP	Generally Accepted Accounting Principles in India
I.T. Act	Income Tax Act, 1961, as amended from time to time
ITAT	Income Tax Appellate Tribunal
INR/ Rs./ Rupees / ₹	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority of India
Ltd.	Limited
Pvt. Ltd.	Private Limited
MCA	Ministry of Corporate Affairs
Merchant Banker	Merchant banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
Mn	Million
MOF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small, and Medium Enterprises
NA	Not Applicable
NAV	Net Asset Value
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
No	Number
NR/ Non-Residents	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, as defined under FEMA and the FEMA Regulations
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
p.a.	Per annum
P/E Ratio	Price/ Earnings Ratio
PAN	Permanent Account Number allotted under the Income Tax Act, 1961, as amended from time to time
PAT	Profit After Tax
PBT	Profit Before Tax
PIO	Person of Indian Origin
PLR	Prime Lending Rate
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934, as amended from time to time
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement



Term	Description
SAT	Securities Appellate Tribunal
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to Time
SCSBs	Self-Certified Syndicate Banks
SEBI	The 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 Insider Trading Regulations	SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time
SEBI ICDR Regulations / ICDR Regulations / SEBI ICDR / ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI Rules and Regulations	SEBI (ICDR) Regulations, 2018, SEBI (Underwriters) Regulations, 1993, as amended, the SEBI (Merchant Bankers) Regulations, 1992, as amended, and any and all other relevant rules, regulations, guidelines, which SEBI may issue from time to time, including instructions and clarifications issued by it from time to time
Sec.	Section
Securities Act	The U.S. Securities Act of 1933, as amended
S&P BSE SENSEX	S&P Bombay Stock Exchange Sensitive Index
SEZ	Special Economic Zones
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899, as amended from time to time
State Government	The Government of a State of India
Stock Exchanges	Unless the context requires otherwise, refers to, the BSE
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TDS	Tax Deducted at Source
TIN	Taxpayer Identification Number
TRS	Transaction Registration Slip
UIN	Unique Identification Number
U.S. GAAP	Generally accepted accounting principles in the United States of America
VAT	Value Added Tax
VCFs	<p>Venture capital funds as defined in, and registered with SEBI under, the erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended, which have been repealed by the SEBI AIF Regulations.</p> <p>In terms of the SEBI AIF Regulations, a VCF shall continue to be regulated by the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 till the existing fund or scheme managed by the fund is wound up, and such VCF shall not launch any new scheme or increase the targeted corpus of a scheme. Such VCF may seek re-registration under the SEBI AIF Regulations.</p>



Term	Description
WCTL	Working Capital Term Loan
w.e.f.	With effect from
WEO	World Economic Outlook



PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Financial Data

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our Restated Financial Statements which includes Restated Financial information for the period ended August 31, 2024 and for the financial year ended March 31, 2024, 2023 and 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in this Draft Prospectus, and set out in the section titled **“Restated Financial Information”** beginning on Page No. 184 of this Draft Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In this Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

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

Any percentage amounts, as set forth in the sections / chapters titled **“Risk Factors”**, **“Business Overview”** and **“Management’s Discussion and Analysis of Financial Position and Results of Operations”** beginning on Page Nos. 25, 123 and 190 respectively of this Draft Prospectus and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

Industry and Market Data

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

Further, the extent to which the industry and market data presented in this Draft 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.

Currency and units of presentation

All references in the Draft Prospectus to “India” are to the Republic of India. All references in the Draft Prospectus to the “U.S.”, “USA” or “United States” are to the States of America.

In this Draft Prospectus, unless the context otherwise requires, all references to;

- i. ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.
- ii. ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America, EURO or “€” are Euro currency,

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

In accordance with the SEBI (ICDR) Regulations, the chapter titled **“Basis for Issue Price”** beginning on Page No. 95 of this Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.



FORWARD LOOKING STATEMENTS

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

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent.
- Our business and financial performance is particularly based on market demand and supply of our products/services;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, please refer to the sections / chapters titled “*Risk Factors*”, “*Business Overview*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” beginning on Page Nos. 25, 123 and 190 respectively of this Draft Prospectus. 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 gains or losses could materially differ from those that have been estimated.

Forward looking statements reflect the current views as of the date of this Draft Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes the assumptions upon which these forward looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward looking statements based on these assumptions could be incorrect. None of our Company, the Directors, the LM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.



SECTION II - SUMMARY OF DRAFT PROSPECTUS

PRIMARY BUSINESS OF THE COMPANY

Our Company was incorporated as United Techfab Private Limited under the provisions of the Companies Act, 1956 vide certificate of Incorporation dated April 16, 2012 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the Company dated July 5, 2024 and consequently, the name of our Company was changed from United Techfab Private Limited to United Techfab Limited and a fresh certificate of incorporation dated August 28, 2024 was issued to our Company by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U17120GJ2012PLC069888.

Our Company was originally incorporated by Mr. Gagan Nirmalkumar Mittal, Mr. Nirmalkumar Mittal, Mr. Ritesh Kamalkishore Hada, Mr. Kamalkishore Hada, and United Polyfab Private Limited, who are the existing promoters and initial subscribers to the Memorandum of Association. The Company has gained valuable expertise from the promoters' extensive experience in the textile industry, including their in-depth market knowledge and decision-making capabilities. For further details on the complete profile of our promoter directors, please see the chapter titled "Our Management" on page 157 of this Draft Prospectus.

Our Company is primarily engaged in manufacturing and trading of Grey & Denim Fabrics ("Grey Fabrics"), Dyed Cloths and Yarn. In the financial year 2014-15, our Company established its fabric weaving unit at Miroli, Ahmedabad, Gujarat on plot area admeasuring about 11230 sq. mtrs. Our manufacturing operations commenced with the installation of 60 sets automatic shuttle Air Jet Looms during Phase 1 in the financial year 2015-16. We began our business as a manufacturer and trader of Grey Fabrics in the financial year 2016-17. Subsequently, our manufacturing capacity was augmented through the installation of an additional 60 sets of automatic shuttle Air Jet Looms, along with ancillary machinery, during Phase 2 in the financial year 2019-20. As on date of this Draft Prospectus, our Company has 120 air jet looms installed at our manufacturing unit located at Miroli which has an annual installed capacity of weaving 2,00,75,000 mtrs. of Grey Fabrics

We manufacture various types of Grey Fabrics such as power stretch spandex denim, light weight denim, colour denim, poly denim, ecru denim, slub denim, over dyed denim and flat finish of various dimensions including 3/1, 2/1, 6+1, 10+1 denims. We can further customize and adjust these dimensions to meet our clients' specific order requirements. Our production facility has capability to produce grey fabrics in various designs such as plain weave, twill weave, dobby weave and satin weave. We offer Grey Fabrics in diverse spectrum of shades such as indigo blue, IBST, sulphur black, sulphur grey, halogen blue and ecru colour which has weights ranging from 4.50 Oz./sq. yd to 22.00 Oz./sq. yd. and widths spanning from approximately 72" (180 cm) to 95" (250 cm) and widths of dyed cloths spanning from 62" (157 cm) to 72" (180 cm).

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

GLOBAL ECONOMY

The global economy is holding steady, although the degree of grip varies widely across countries. *Global GDP growth* in the third quarter of 2024 was 0.1 percentage point below that predicted in the October 2024 WEO, after disappointing data releases in some Asian and European economies. Growth in China, at 4.7 percent in year-over-year terms, was below expectations. Faster-than-expected net export growth only partly offset a faster-than-expected slowdown in consumption amid delayed stabilization in the property market and persistently low consumer confidence. Growth in India also slowed more than expected, led by a sharper-than-expected deceleration in industrial activity. Growth continued to be subdued in the euro area (with Germany's performance lagging that of other euro area countries), largely reflecting continued weakness in manufacturing and goods exports even as consumption picked up in line with the recovery in real incomes. In Japan, output contracted mildly owing to temporary supply disruptions. By contrast, momentum in the United States remained robust, with the economy expanding at a rate of 2.7 percent in year-over-year terms in the third quarter, powered by strong consumption.

Global disinflation continues, but there are signs that progress is stalling in some countries and that elevated inflation is persistent in a few cases. The global median of sequential core inflation has been just slightly above 2 percent for the past few months. Nominal wage growth is showing signs of moderation, alongside indications of continuing normalization in



labor markets. Although core goods price inflation has fallen back to or below trend, services price inflation is still running above pre-COVID-19 averages in many economies, most notably the United States and the euro area. Pockets of elevated inflation, reflecting a range of idiosyncratic factors, also persist in some emerging market and developing economies in Europe and Latin America. Where inflation is proving more sticky, central banks are moving more cautiously in the easing cycle while keeping a close eye on activity and labor market indicators as well as exchange rate movements. A few central banks are raising rates, marking a point of divergence in monetary policy.

Global financial conditions remain largely accommodative, again with some differentiation across jurisdictions. Equities in advanced economies have rallied on expectations of more business friendly policies in the United States. In emerging market and developing economies, equity valuations have been more subdued, and a broad-based strengthening of the US dollar, driven primarily by expectations of new tariffs and higher interest rates in the United States, has kept financial conditions tighter.

Economic policy uncertainty has increased sharply, especially on the trade and fiscal fronts, with some differentiation across countries (Figure 1). Expectations of policy shifts under newly elected governments in 2024 have shaped financial market pricing in recent months. Bouts of political instability in some Asian and European countries have rattled markets and injected additional uncertainty regarding stalled progress on fiscal and structural policies. Geopolitical tensions, including those in the Middle East, and global trade frictions remain elevated.

INDIAN ECONOMY

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP for Q2 FY25 is estimated at Rs. 76.60 lakh crore (US\$ 886.16 billion) with growth rate of 8.0%, compared to Rs. 70.90 lakh crore (US\$ 820.22 billion) for Q2 FY24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-December 2024, India's exports stood at Rs. 27.56 lakh crore (US\$ 318.96 billion), with Engineering Goods (27.32%), Petroleum Products (14.59%) and Electronic Goods (8.19%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing.

In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

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

TEXTILE – INDUSTRY SCENARIO

According to Crisil Ratings, the organized retail apparel sector is projected to achieve revenue growth of 8-10% in the current financial year, driven by rising demand from a normal monsoon, easing inflation, and the festive and wedding seasons. The increasing preference for affordable, trendy fashion clothing that mimics high-fashion designs is expected to be the primary revenue driver this fiscal year.

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive



sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk, and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country.

India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world. In order to attract private equity and employ more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

NAME OF PROMOTERS

Promoters of our company are Mr. Gagan Nirmalkumar Mittal, Mr. Nirmalkumar Mangalchand Mittal, Mr. Ritesh Kamalkishore Hada, Mr. Kamalkishore Hada and United Polyfab Private Limited. For detailed information on our Promoters and Promoters' Group, please refer to chapter titled "Our Promoters and Promoters' Group" beginning on Page No. 167 of this Draft Prospectus.

SIZE OF THE ISSUE

Initial Public issue of up to 47,60,000 equity shares of face value of ₹ 10/- each of our Company for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the "issue price") aggregating to ₹ [●] lakhs ("the issue"), of which up to [●] equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakhs will be reserved for subscription by Market Maker to the issue (the "Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of [●] equity shares of face value of ₹ 10/- each at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] lakhs is herein after referred to as the "Net Issue". The Issue and the Net Issue will constitute [●]% and [●] % respectively of the post issue paid up equity share capital of our Company.

OBJECT OF THE ISSUE

Particulars	Amount (₹ in) Lakhs*
Gross Issue Proceeds	[●]
Less: Estimated Public Issue Related Expenses**	[●]
Net Issue Proceeds	[●]

*To be finalised upon determination of the Issue Price and updated in the Prospectus prior to the filing with the RoC

**See, "Objects of the Issue" 87

UTILIZATION OF NET ISSUE PROCEEDS

Our Company proposes to utilise the Net Proceeds towards funding the following objects:

Sr. No.	Particulars	Amount (₹ in) Lakhs	% of Net Issue Proceeds
1.	Prepayment or repayment of all or a portion of certain outstanding secured borrowings availed by our Company	3,100.00	[●]
2.	General Corporate Purpose ⁽¹⁾⁽²⁾	[●]	[●]
Net Issue Proceeds		[●]	[●]



¹⁾ To be finalised upon determination of Offer Price and updated in the Prospectus prior to filing with the RoC.

²⁾ The amount to be utilized for general corporate purposes alone shall not exceed 15% of the Gross Proceeds or Rs. 10 Crores, whichever is lower.

AGGREGATE PRE-ISSUE AND POST-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP:

The aggregate pre-issue and post-issue shareholding of our Promoters and Promoter Group as on the date of the Draft Prospectus, as a percentage of the pre-issue and post-issue paid-up Equity Share capital of our Company is set out below:

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital ⁽¹⁾	No. of equity shares	As a % of Issued Capital ⁽²⁾
Promoters					
1.	Gagan Nirmalkumar Mittal	2012850	18.37	2012850	[●]
2.	Nirmalkumar Mangalchand Mittal	654750	5.97	654750	[●]
3.	Ritesh Kamalkishore Hada	2167650	19.78	2167650	[●]
4.	Kamalkishore Hada	2090250	19.07	2090250	[●]
5.	United Polyfab Private Limited	675000	6.16	675000	[●]
Total - A		7600500	69.35	7600500	[●]
Promoters' Group					
1.	Kamal Kishor Hada HUF	517500	4.72	517500	[●]
2.	Gagan Mittal HUF	497250	4.54	497250	[●]
3.	Shilpa G. Mittal	497250	4.54	497250	[●]
4.	Urmila N. Mittal	450000	4.11	450000	[●]
5.	Ritesh Hada HUF	450000	4.11	450000	[●]
6.	Nirmal Mittal HUF	429750	3.92	429750	[●]
Total - B		2841750	25.93	2841750	[●]
Total Promoters and Promoters' Group (A+B)		10442250	100.00		100.00

¹⁾ Rounded off to the closest decimal

²⁾ To be updated at the time of filing of the Prospectus.

SUMMARY OF RESTATED FINANCIAL DETAILS

(₹ In Lakhs unless mentioned otherwise)

Sr. No.	Particulars	For the period ended	For the year ended on		
		August 31, 2024*	March 31, 2024	March 31, 2023	March 31, 2022
1.	Share Capital	243.55	243.55	243.55	243.55
2.	Net worth	4,012.10	3,723.33	3,373.59	2,825.51
3.	Revenue from operations	19,559.16	76,190.50	67,106.56	77,897.55
4.	Profit After Tax	288.78	350.42	548.77	519.45
5.	Basic Earnings Per Share (Pre-Bonus)	12.44	15.10	23.65	22.39
6.	Diluted Earnings Per Share (Pre-Bonus)	11.86	14.39	22.53	21.33
7.	Basic & Diluted Earnings Per Share (Post Bonus)	2.63	3.19	5.00	4.73
8.	NAV per Equity Shares (Pre-Bonus)	172.90	160.45	145.38	121.76
9.	NAV per Equity Shares (Post-Bonus)	36.61	33.97	30.78	25.78
10.	Total Borrowings	3,482.08	4,000.43	4,248.88	4,935.84

*Not annualised


QUALIFICATIONS OF THE AUDITOR WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL INFORMATION

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

OUTSTANDING LITIGATIONS

Nature of case	Number of Outstanding cases	Amount involved (₹ In Lakhs)
Litigation involving our company		
Against our company		
Criminal proceedings	NIL	NIL
Outstanding actions by regulatory and statutory authorities	NIL	NIL
Material civil proceedings	1	25.36
Other material outstanding litigation involving our company	1	NIL
Fines imposes or compounding of offences for default	2	NIL
By our Company		
Criminal proceedings	NIL	NIL
Material civil proceedings	NIL	NIL
Tax proceedings	3	453.73
Litigation involving our promoters		
Against our promoter		
Criminal proceedings	2	Not Ascertainable
Outstanding actions by regulatory and statutory authorities	1	48.00
Material civil proceedings	1	Not Ascertainable
By our promoters		
Criminal proceedings	1	Not Ascertainable
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Material civil proceedings	13	616.15
Tax proceedings	6	70.73
Litigations involving our directors (other than promoters)		
Against our directors (other than promoters)		
Criminal proceedings	1	Not Ascertainable
Outstanding actions by regulatory and statutory authorities	NIL	NIL
Material civil proceedings	NIL	NIL
By our directors (other than promoters)		
Criminal proceedings	NIL	NIL
Material civil proceedings	NIL	NIL
Tax proceedings	NIL	NIL
Litigations involving our group companies		
Against our group companies		
Criminal proceedings	1	Not ascertainable
Outstanding actions by regulatory and statutory authorities	1	48.00
Material civil proceedings	4	4.06
By our group companies		



Criminal proceedings	2	65.63
Material civil proceedings	3	188.75
Tax proceedings	27	4,576.77

RISK FACTORS

Please refer to the section titled “Risk Factors” beginning on Page No. 25 of this Draft Prospectus

CONTINGENT LIABILITIES

(₹ in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Claims against the Company not acknowledged as debt				
Custom Duty saved on import of Capital Goods under EPCG Scheme				
- Under Authorisation no. 0831001876	16.52	16.52	16.52	16.52
- Under Authorisation no. 0831001888	519.48	519.48	519.48	519.48
Bank Guarantee (UGVCL)	110.63	110.63	110.63	43.39
Direct Tax Liability	337.41	337.41	0.10	0.07
Indirect Tax Liability	116.31	-	-	-
Corporate Guarantee Given by Company	9,624.00	9,624.00	13,130.00	8,307.00
Total	10,724.34	10,608.03	13,776.72	8,886.45

RELATED PARTY TRANSACTIONS

List of Related Parties where Control exists and Relationships:

Name of Related Party	Nature of relationship
Gagan Nirmal Mittal	Promoter, Chairman and Director
Nirmal Mangalchand Mittal	Promoter and Managing Director
Ritesh k Hada	Promoter and Non-Executive Director
Safal Patel	Independent Directors
Sejal Parmar	
Satish Malaviya	Chief Financial Officer
Sohit Mehta	Company Secretary and Compliance Officer
Shilpa Gagan Mittal	Promoter's Spouse
Urmila Nirmal Mittal	
Gagan Nirmal Mittal HUF	Promoter's HUF
United Polyfab Private Limited	Promoter/Director/KMP having significant influence
Vinod Spinners Private Limited	
United Polyfab Gujarat Limited	
Vinod Denim Limited	
United Eduplus Pvt.Ltd.	
Vinod Fabrics Private Limited	
Vinod Cotfab Private Limited	
Mittal Polycot Gujarat LLP	


Transactions with Related Party
(Rs. In Lakhs)

Name of Party	Nature of Transaction	01-04-2024 to 31-08- 2024	FY 2023-24	FY 2022-23	FY 2021- 22
United Polyfab Gujarat Limited	Sales	12,176.57	56,366.62	43,625.36	32,666.92
	Purchase	205.88	465.89	770.24	-
	Rent	2.00	4.80	4.80	4.80
United Polyfab Private Limited	Sales	206.12	181.06	-	419.44
	Purchase	10,361.46	56,652.92	45,094.30	27,301.56
Vinod denim Limited	Sales	7,075.85	17,849.17	19,091.22	15,933.01
Vinod Fabrics Private Limited	Job work Charges	0.00	6.72	251.15	282.92
Vinod Spinners Private Limited	Purchase	4,819.07	11,385.28	13,771.15	11,276.75
Vinod Cofab Private Limited	Sales	-	-	-	12,069.90
	Purchase	-	-	-	10,206.77
Mittal Polycot Gujarat LLP	Purchase	-	-	-	3,044.23
Gagan Nirmal Mittal	Interest	0.86	2.74	6.63	18.69
	Remuneration	3.75	9.00	6.00	
	Unsecured Loan Repaid	-	10.00	135.63	130.91
	Unsecured Loan Aailed	-	-	-	-
Shilpa Gagan Mittal	Interest on Unsecured Loan	1.03	2.56	2.62	3.86
	Loan Repaid	-	5.00	1.50	-
Urmila Nirmal Mittal	Interest on Unsecured Loan	0.11	0.23	0.22	2.67
	Loan Repaid	-	-	-	55.28
Gagan Nirmal Mittal HUF	Interest on Unsecured Loan	1.43	3.09	2.79	6.46
	Loan repaid/taken	-	-	-	50.00
Nirmal Mangalchand Mittal	Interest	0.01	0.03	0.37	4.88
	Loan Given	-	-	-	-
	Loans Repaid	-	-	4.39	163.05
	Rent	-	0.30	0.30	0.30
Ritesh k Hada	Interest	5.83	14.00	14.00	11.16
	Loans Repaid	-	14.00	14.00	41.16
United Eduplus Pvt.Ltd.	Interest	-	-	-	7.05
	Loans Repaid	-	-	-	212.56

**Amount Outstanding with Related Party***(Rs. In Lakhs)*

Name of Party	Nature of Transaction	Amount outstanding as on 31.08.2024 Payable/(Receivable)	Amount outstanding as on 31.03.2024 Payable/(Receivable)	Amount outstanding as on 31.03.2023 Payable/(Receivable)	Amount outstanding as on 31.03.2022 Payable/(Receivable)
United Polyfab Gujarat Limited	Rent	1.3	1.73	5.62	0.43
	Trade Payable	-	185.93	405.08	-
	Trade Receivable	-	-	-	584.25
Vinod Spinners Private Limited	Trade Payable	2,485.64	1,467.08	1,893.92	1,327.65
Vinod Fabrics Private Limited	Trade Payable	-	0.40	0.14	122.71
Vinod Denim Limited	Trade Receivable	1,738.82	1,495.25	1,859.97	519.72
United Polyfab Private Limited	Trade Payable	101.39	47.80	637.38	1,795.90
	Trade Receivable	-	-	8.90	9.80
Gagan Nirmal Mittal	Loans and Advances/Unsecured Loan/Remuneration	23.80	23.02	30.56	160.21
Shilpa Gagan Mittal	Loans and Advances/Unsecured Loan	28.31	27.39	30.08	29.61
Urmila Nirmal Mittal	Loans and Advances/Unsecured Loan	2.90	2.81	2.60	2.40
Gagan Nirmal Mittal HUF	Loans and Advances/Unsecured Loan	29.82	28.54	25.75	23.24
Nirmal Mangalchand Mittal	Capital Advances	101.20	101.20	101.20	101.20
	Rent	0.30	0.30	0.30	-
	Loans and Advances/Unsecured Loan	0.37	0.36	32.86	4.39
Ritesh K Hada	Loans and Advances/Unsecured Loan	180.25	175.00	175.00	175.00

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoter, members of the Promoter Group or our Directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company (other than in the normal course of business of the financing entity) during the period of six months immediately preceding the date of this Draft Prospectus.



AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS:

The details of the average price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Prospectus is as follows:

Name of the Promoter	Shares	Average Cost of Acquisition per Equity Share (in ₹) [#]
Gagan Nirmal Mittal	2012850	14.48
Nirmal Mangal Chand Mittal	654750	5.35
United Polyfab Pvt. Ltd.	675000	2.22
Ritesh Hada	2167650	4.11
Kamal Kishore Hada	2090250	4.18

As certified by Statutory Auditor by way of their certificate dated January 29, 2025.

[#]Equity Shares acquired in the last one year pursuant to Bonus Issue, transfer or transmission.

Note: The average cost of acquisition of Equity Shares held by the Promoter has been calculated by taking the weighted average of the amounts paid by them (on FIFO basis) to acquire the Equity Shares issued by the Company.

The details of the Weightage average price of the Equity Shares acquired by our Promoters in the last one year preceding the date of this Draft Prospectus is as follows:

Name of the Promoter	Shares	Weighted Average Cost of Acquisition per Equity Share (in ₹)
Gagan Nirmal Mittal	2012850	13.74
Nirmal Mangalchand Mittal	654750	-
United Polyfab Pvt. Ltd.	675000	-
Ritesh Hada	2167650	-
Kamal Kishore Hada	2090250	-

As certified by Statutory Auditor by way of their certificate dated January 29, 2025.

[#]Equity Shares acquired in the last one year pursuant to Bonus Issue, transfer or transmission.

Note: The average cost of acquisition of Equity Shares held by the Promoters has been calculated by taking the weighted average of last one year the amounts paid by them (on FIFO basis) to acquire the Equity Shares issued by the Company.

DETAILS OF PRE-IPO PLACEMENT

Our Company has not allotted any shares under pre-IPO Placement.

ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

Except as disclosed in chapter titled as “*Capital Structure*”, our company has not issued any equity shares for consideration other than cash. For further details regarding issuance of shares, please refer section titled “*Capital Structure*” beginning on Page No. 61 of this Draft Prospectus.

SPLIT / CONSOLIDATION

No Split or Consolidation has been done during the last one year.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.



SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this Issue including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment which in some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this Section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or any other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or any part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. The financial information in this section is, unless otherwise stated, derived from our Restated Standalone Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations. To obtain a better understanding, you should read this Section in conjunction with “**Our Business**” on page 123, “**Industry Overview**” on page 105 and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 190 as well as other financial information contained herein. For capitalized terms used but not defined herein, see “**Definitions and Abbreviation**” on page 1*

Materiality:

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information in this section is derived from our Restated Financial Statements prepared in accordance with Indian GAAP, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

*Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries. This Draft Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Prospectus. For further details, see “**Forward-Looking Statements**” on page 15. Unless otherwise indicated, industry and market data used in this section has been derived from different industrial association and other governmental and non-government sources and reports presently available in public domain. This data is subject to various limitations and based upon certain assumptions that are subjective in nature.*

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. In making an investment decision, prospective investors must rely



on their own examination of our Company and the terms of the Issue including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

In this Draft Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

Unless the context otherwise requires, in this section, references to “we”, “us”, “our”, “Our Company”, “United Techfab” and “UTL” refer to United Techfab Limited.

INTERNAL RISK FACTORS:

- In the event of any adverse decision/direction/Order by any competent authority, regulator, court against the outstanding litigation pending against us or against our promoters, or against group companies, the outcome thereof may affect us adversely.***

The cases pending against United Techfab Limited, or against our promoters or against group companies as more specifically stated in our outstanding litigation chapters, if the decision/direction/order is not passed in our favour or it would affect our financials, goodwill and business overall.

The outstanding litigations involving the company, its promoters, directors and group companies. The details as on the date of this Draft Prospectus is as follow:

Nature of case	Number of Outstanding cases	Amount involved (₹ In Lakhs)
Litigation involving our company		
Against our company		
Criminal proceedings	NIL	NIL
Outstanding actions by regulatory and statutory authorities	NIL	NIL
Material civil proceedings	1	25.36
Other material outstanding litigation involving our company	1	48.00
Fines imposes or compounding of offences for default	2	NIL
By our Company		
Criminal proceedings	NIL	NIL
Material civil proceedings	NIL	NIL
Tax proceedings	3	453.73
Litigation involving our promoters		
Against our promoter		
Criminal proceedings	2	Not Ascertainable
Outstanding actions by regulatory and statutory authorities	1	48.00
Material civil proceedings	1	Not Ascertainable
By our promoters		
Criminal proceedings	1	Not Ascertainable
Outstanding actions by regulatory and statutory authorities	Nil	Nil
Material civil proceedings	13	616.15
Tax proceedings	6	70.73
Litigations involving our directors (other than promoters)		
Against our directors (other than promoters)		



Criminal proceedings	1	Not Ascertainable
Outstanding actions by regulatory and statutory authorities	NIL	NIL
Material civil proceedings	NIL	NIL
By our directors (other than promoters)		
Criminal proceedings	NIL	NIL
Material civil proceedings	NIL	NIL
Tax proceedings	NIL	NIL
Litigations involving our group companies		
Against our group companies		
Criminal proceedings	1	Not ascertainable
Outstanding actions by regulatory and statutory authorities	1	48.00
Material civil proceedings	4	4.06
By our group companies		
Criminal proceedings	2	65.63
Material civil proceedings	3	188.75
Tax proceedings	27	4,576.77

We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any new development arise, including a change in Indian laws or rulings against us by the Appellate Courts or Tribunals or Quasi-Judicial authorities. In the event of imposition of legal fees, costs, if any, we may face losses due to same and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. The management decisions in such proceedings, or if any proceedings that maybe initiated in the future may have material adverse effect on our business, financials, results of operations and goodwill.

2. *Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition.*

Our Contingent liability as on August 31, 2024 was ₹10,724.34 Lakhs. If this contingent liability materializes, fully or partly, the financial condition of our Company could be affected. The details of Contingent Liability as on August 31, 2024 and for the year ended March 31, 2024, 2023 and 2022 are as follows:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31 March, 2023	As at 31 March, 2022
Claims against the Company not acknowledged as debt				
Custom Duty saved on import of Capital Goods under EPCG Scheme				
- Under Authorisation no. 0831001876	16.52	16.52	16.52	16.52
- Under Authorisation no. 0831001888	519.48	519.48	519.48	519.48
Bank Guarantee (UGVCL)	110.63	110.63	110.63	43.39
Direct Tax Liability	337.41	337.41	0.10	0.07
Indirect Tax Liability	116.31	-	-	-
Corporate Guarantee Given by Company	9,624.00	9,624.00	13,130.00	8,307.00
Total	10,724.34	10,608.03	13,776.72	8,886.45

On October 28, 2024 M/s. Nisan Exim has registered an Arbitration claim before the Hon'ble Micro and Small Enterprises Facilitation Council at Ahmedabad, Gujarat, claiming Rs. 25,35,590/- under Micro, Small and Medium Enterprises Act, 2006 against our Company pertaining to non- payment of invoices raised by the Claimant. The matter is pending hearing and disposal. The matter is currently pending.



For more information, regarding our contingent liabilities, please refer “Note 4” in chapter titled “Restated Financial Information” beginning on page 184 of this Draft Prospectus.

3. We have given corporate guarantee in relation to certain debt facilities to our group company which if claimed, may require us to pay the guaranteed amount.

We are one of the parties to the consortium corporate guarantees given to our some of the group companies against their debt. Our land is situated at Block / Survey No. 188, Khata No. 337, situated at Village-Timba, Ta.: Dascroi, Dist.: Ahmedabad-14 is mortgaged to the Banks against the credit facilities availed by such group companies. As on August 31, 2024, we have given the corporate guarantee for the debt facilities of our group companies amounting to ₹ 9,624.00 Lakhs which is more than the networth of our Company. The networth of our Company as on August 31, 2024 is ₹ 4,012.10 Lakhs. In the event that these guarantees are claimed, we have to pay the guaranteed amount as per the covenants of loan agreements which may adversely affect the financial position and profitability of our Company.

4. There are instances of delays in payment of EPF and filing of GST returns by our Company. Any further delay in the said payments and filing of returns may attract penalties from the respective government authorities and in turn may have a material adverse impact on our financial condition and cash flows.

We have had instances of delays in the filling and/or payment of GSTR-3B, GSTR-1 returns, Provident Fund, ESIC, TDS and Professional Tax Dues. The details are illustrated as below:

In respect of Delay Filings of GSTR-3B Returns:

Financial Year/Period	Return Type	Total No. of Returns	Delayed Filings
FY 2021 – 22	GSTR-3B	12	-
FY 2022 – 23	GSTR-3B	12	-
FY 2023-24	GSTR-3B	12	-
Five Months period ended 31 st August, 2024	GSTR-3B	05	-

In respect of Delay Filings of GSTR-1 Returns:

Financial Year/Period	Return Type	Total No. of Returns	Delayed Filings
FY 2021 – 22	GSTR-1	12	-
FY 2022 – 23	GSTR-1	12	-
FY 2023-24	GSTR-1	12	-
Five Months period ended 31 st August, 2024	GSTR-1	05	-

In respect of payments of Provident Fund Dues:

For the Financial Year/Period	Total Amount Paid	Amount Paid within Due Date	Delayed Payment	Delayed Filings
FY 2021 – 22	0.17	0.04	0.13	-
FY 2022 – 23	0.75	0.67	0.08	-
FY 2023-24	1.41	1.22	0.19	-
Five Months period ended 31 st August, 2024	0.54	0.27	0.27	-

In respect of payments of ESIC:

For the Financial Year/Period	Total Amount Paid	Amount Paid within Due Date	Delayed Payment	Delayed Filings
FY 2021 – 22	-	-	-	-
FY 2022 – 23	-	-	-	-



FY 2023-24	-	-	-	-
Five Months period ended 31 st August, 2024	-	-	-	-

In respect of payments of TDS Dues:

For the Financial Year/Period	Total Amount Paid	Amount Paid within Due Date	Delayed Payment	Delayed Filings
FY 2021 – 22	85.48	71.89	13.58	-
FY 2022 – 23	91.52	85.23	6.29	-
FY 2023-24	83.90	83.64	0.26	-
Five Months period ended 31 st August, 2024	20.72	20.72	-	-

(As certified by our Statutory Auditors vide its certificate dated January 29, 2025)

There can be no assurance that such delay may not arise in the future. This may lead to monetary penalties from respective government authorities which may have a materially adverse impact on our financial condition and cash flows.

The Company does not contribute to provident fund (i.e. both employees contribution and employers contribution) as per The Employees Provident Funds and Miscellaneous Provisions Act, 1952. Our company has partially complied with the Act as it did not contribute to such provident fund for all applicable employees.

5. *Our business is vulnerable to variations in demand of grey and denim-based apparels and changes in consumer preferences, which could have an adverse effect on our business, results of operations and financial condition.*

Our Company is primarily engaged in manufacturing and trading of grey and denim fabrics, which has a primary application in the production of grey and denim apparels. Our sales of grey fabrics are dependent on a number of factors, and may decline as a result of increased competition, regulatory action, pricing pressures or fluctuations in the demand for or supply of our products and other factors outside our control. In particular, our business is vulnerable to rapidly-changing customer preferences. Our results of operations are dependent on our ability to attract customers by anticipating, gauging and responding to such changes in customer preferences, and manufacture grey fabrics in line with changes in fashion trends as well as customer demands and preferences. Any change in consumer attitudes towards grey and denim-based apparels may lead to decrease in demand for our products. A decline in demand for our products or a mis-judgement on our part could lead to increased market acceptance of our competitors' products or may result in the substitution of our products in the market, which could lead to us having lower sales and excess inventories. This may cause a decline in our revenues and profits, which would adversely affect our business, results of operations, financial condition and cash flows.

6. *Substantial portion of our revenues has been dependent upon few customers, with which we do not have any firm commitments. The loss of any one or more of our major customer would have a material adverse effect on our business, cash flows, results of operations and financial condition.*

We are dependent on a limited number of customers for our business exposes us to risks, that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favourable terms with our key customers or the loss of these customers, all of which would have a material adverse effect on the business, financial condition, results of operations, cash flows and future prospects of our Company.

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. Additionally, our revenues may be adversely affected if there is an



adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition. In addition, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfill their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. Such defaults/ delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations.

The Following is the break up of top one, top three, top five and top ten customers of our Company for the period ended August 31, 2024, F.Y 2023-24, F.Y 2022-23 and F.Y 2021-22.

(Rs. in Lakhs)

Particulars	August 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of Revenue from operations	Amount	% of Revenue from operations	Amount	% of Revenue from operations	Amount	% of Revenue from operations
Top 1	12176.57	62.26	56366.62	73.98	43625.36	65.01	32666.92	41.94
Top 3	19458.53	99.49	75682.06	99.33	64160.34	95.61	60669.83	77.88
Top 5	19500.64	99.70	75964.58	99.70	65828.91	98.10	71127.46	91.31
Top 10	19544.81	99.93	76124.2	99.91	66336.34	98.85	74686.38	95.88

7. *We are primarily dependent upon few key suppliers for procurement of raw materials. Any disruption in the supply of these raw materials or fluctuations in their prices could have a material adverse effect on our business operations and financial conditions.*

We are dependent on third party suppliers for procurement of yarn, which is the main raw material for manufacturing grey and denim fabrics. We procure a large portion of yarn from a few key suppliers, with whom we do not have any long-term supply contracts and therefore, we cannot assure you that we shall always have a steady supply of raw material at prices favourable to us. Inadequate supply of such raw materials caused either by a sudden change in the prices or imposition of any new taxes or for any other reason could have a material adverse effect on our business operations and financial condition. In case of loss of any of our existing major suppliers for any reason, it would have a material adverse effect on our business operations and profitability.

If we cannot fully offset increases in the cost of raw materials, through increases in the prices for our products, we would experience lower margins and profitability, which would have a material adverse effect on our financial condition and results of operations. Further, we do not have long term agreements with any of our raw material suppliers and we acquire such raw materials pursuant to our purchase orders from suppliers. Raw material supply and pricing can be volatile due to a number of factors beyond our control, including cotton prices, polyester prices, crude prices, global demand and supply of yarns, general economic and political conditions, tariff disputes, transportation, labour costs, labour unrest, natural disasters, competition, import duties, the outbreak of infectious diseases such as COVID-19, tariffs and currency exchange rates and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. Further, discontinuation of such supply or a failure



of these suppliers to adhere to the delivery schedule or the required quality could hamper our production schedule and therefore affect our business and results of operations. There can be no assurance that demand, capacity limitations or other problems experienced by our suppliers will not result in occasional shortages or delays in their supply of raw materials. If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers, and we cannot procure the raw materials from other sources, we would be unable to meet our production schedules for our key products and to deliver such products to our customers in a timely manner, which would adversely affect our sales, margins and customer relations. Any delay in the supply or delivery of raw materials to us by our suppliers may in turn delay our process of manufacture and delivery of products to our customers and this may have an adverse effect on our business, cash flows and results of operations. Additionally, our inability to predict market conditions may result in us placing supply orders for inadequate quantities of such raw materials. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them and on commercially acceptable terms.

Our suppliers may be unable to provide us with a sufficient quantity of raw materials, at prices acceptable to us. Further, we may not be able to renegotiate our pricing or delivery terms on a reasonable basis or find suitable alternative suppliers in the future, which may affect our business, financial condition, cash flows and results of operations. Any extended interruption in the supply of raw materials could disrupt our operations and can have a material adverse effect on our business, results of operations or financial condition. Although we believe we have maintained stable relationships with our suppliers in the past, we cannot assure you that, we will be able to source adequate quantities of raw materials in a timely manner from our existing suppliers in the future or we will be able to find alternative suppliers at acceptable prices and quality levels. Our inability to do so may adversely affect our reputation, business, results of operations and cash flows.

The Following is the break up of top one, top three, top five and top ten suppliers of our Company for the period ended August 31, 2024, F.Y 2023-24, F.Y 2022-23 and F.Y 2021-22.

(Rs. in Lakhs)

Particulars	August 31, 2024		March 31, 2024		March 31, 2023		March 31, 2022	
	Amount	% of Gross Purchases	Amount	% of Gross Purchases	Amount	% of Gross Purchases	Amount	% of Gross Purchases
Top 1	10361.46	55.19	56652.92	75.87	45094.30	70.07	27301.56	35.93
Top 3	16404.57	87.38	70636.21	94.59	61448.85	95.48	48802.42	64.23
Top 5	17929.15	95.50	74102.28	99.23	62932.01	97.79	62849.30	82.71
Top 10	18773.34	100.00	74675.02	100.00	64270.81	99.87	73266.98	96.42

8. *We have 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.*

Our Company has entered into various transactions with our Directors, Promoters, Group Companies and Promoter Group entities. These transactions, inter-alia includes, sales, purchase, remuneration, loans and advances etc. For details, please refer to the Section titled "Financial Information of the Company", chapter titled "Our Promoters and Promoter Group" and "Capital Structure" beginning on page 160 and 51 respectively of this Draft Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution. While we believe that all such transactions have been conducted on an arm's length basis and in the ordinary course of business, there can be no assurance that in future such transactions will be conducted on an arm's length basis and in the ordinary course of business. Furthermore, it is likely that we may enter into related party transactions in the future. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.



- 9. *The land on which our Registered Office and manufacturing units from where we operate is not owned by us but taken on lease basis. Our Corporate Office is taken on NoC basis. Our inability to renew the lease deed or any adverse impact on the title or ownership rights of our owner/landlord in relation to these premises may impede our operations.***

The land on which our Registered Office and manufacturing unit from where we operate is on the premises that has been taken on lease from one of the promoters i.e. Mr. Nirmalkumar Mangalchand Mittal. Further, our Corporate Office is taken on NoC basis from our group entity i.e. United Polyfab Pvt. Ltd. Upon expiration of the agreement, we will be required to negotiate the terms and conditions. Our lease deed is renewable on mutually acceptable terms and upon payment of such rent escalations as stated in the lease deed. Any delay or non-payment of rent may result in vacation of the property. In case the NoC is revoked or canceled, we shall be required to vacate the existing corporate office premises and relocate to an alternative location.

In the event that we are required to vacate our current premises, we would be required to make alternate arrangements for our infrastructure and there can be no assurance that the new arrangements will be on commercially acceptable terms. Further, relocation of any part of our operations may cause disruptions to our business and may require significant expenditure. If we are required to relocate our business operations, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, results of operations, financial condition and cash flows. For further details, please see sub-section titled “Our Properties” on page 117 in the “Our Business” section.

- 10. *We face competition, including from other large and established competitors, and we may fail to compete successfully against existing or new competitors, which may reduce the demand for our Products which may lead to reduced prices, operating margins, profits and further result in decline in revenue.***

We face increasing competition from our existing and potential competitors in India and in overseas markets that may have substantially greater brand recognition, longer operating histories, greater financial, product development, sales, marketing, more experienced management, access to a cheaper cost of capital and other resources than we do. Some of our significant competitors in the organized segment includes Sanathan Textiles Limited, R&B Denims Limited and Shanti Spintex Limited. Our competitors may have lower costs, or be able to offer lower prices and a larger variety of products in order to gain market share. Our competitors may also make acquisitions or establish cooperative or other strategic relationships, among themselves or with third parties, including dealers of our products, thereby increasing their ability to address the needs of our targeted customers and offering lower cost products than we do which may have a negative effect on our sales. Further, new competitors may emerge at any time. Our competitors may be able to respond more quickly to new or emerging technologies or customer requirements, and may bring with them customer loyalties that may limit our ability to compete, which could decline our sales. In addition, a variety of known and unknown events could have a material adverse impact on our ability to compete. The success of our products as well as our ability to maintain or increase our sales may also depend upon the effectiveness of our marketing initiatives which may adversely affect our ability to compete effectively. Competition in our industry is based on a range of factors including pricing, marketing, delivery time, payment terms etc. To remain competitive, we must continue to invest significant resources in capital expenditure, research and development, sales and marketing and customer support. There can be no assurance that we shall have sufficient resources to make these investments or that we shall be able to make the technological advances necessary to be competitive. In case we fail to effectively compete, including any delays in responding to changes in the industry and the market, we may also have to incur additional costs and expenses to conduct marketing campaigns, market research and investing in newer technologies and infrastructure to effectively compete. Increased competition could result in, amongst other things, a slowdown in the growth of our corporate accounts, a loss of our market share, price reductions, reduced demand for our Products, reductions in revenue and reduced margins and profitability. Further, we may be subject to risk of consolidation amongst our competitors who may leverage their financial strength and market dominance to secure financing at competitive terms. Such a consolidation shall enable these market players to take aggressive steps, including but not limited to, making additional acquisitions, investing more aggressively in product development and capacity and displacing demand for our Products. The market in which we operate is



fragmented and in case there is a trend of consolidation in future, our business could be at a comparatively disadvantageous position and as a result our business, results of operations, financial condition and prospects could be materially and adversely affected.

11. *There may have been certain instances of irregularities, discrepancies and non-compliances with respect to certain corporate actions taken by our Company in the past. Consequently, we may be subject to regulatory actions and penalties.*

As a Company, we are required to file different event based e-forms with the Ministry of Corporate Affairs (“MCA”) under the applicable provisions of the Companies Act, 2013. There were certain instances of non-compliances including delayed filing of different statutory e-forms inadvertently due to non-functionality of MCA or otherwise under the Companies Act, 2013 in our Company. However, our Company has made the filings with payment of additional fees to the Ministry of Corporate Affairs, as applicable. While we shall endeavour to file the requisite e-forms within the prescribed timelines, there can be no assurance that there will be no delay in their filing in the future.

Further, on certain occasions, our Company has inadvertently omitted to attach mandatory documents or improperly attached the documents in the forms filed with MCA, for instance copy of profit & loss account was not attached in the e-form AoC-4 filed for FY 2014-15, in the Board’s report for the FY 2014-15, the incorrect number of meetings were mentioned, DIN of the directors were not mentioned in the financial statements of the Company for FY 2014-15, 2015-16 and 2016-17, in the Board’s report for FY 2022-23 (i) the date of approval of financial statements was incorrectly mentioned (ii) certain board meetings were not reported and incorrect (iii) the website links of the Company were incorrect (iv) the amount spent towards CSR was reported incorrectly (v) disclosure regarding acceptance of exempted deposits were not mentioned (vi) typographical errors in heading of Annexures. Our Company has, therefore, *suo moto*, filed separate compounding applications before the Regional Director, North Western Region, Ahmedabad for compounding the penalties for the aforesaid non-compliances under the Companies Act. Further, our Company has also filed an application under section 131 of the Companies Act, 2013 before Hon’ble National Company Law Tribunal, Ahmedabad Bench seeking restatement of financial statements by revision of Board’s report for FY 2022-23. Both the said applications are pending before the appropriate authorities.

Our Executive Director namely Mr. Gagan Nirmalkumar Mittal was appointed as Chairman & Managing Director of our group company namely United Polyfab Gujarat Limited, on November 16, 2010. During the said tenure, he was appointed as an Executive Director of our company on March 14, 2014. He was also reappointed as Executive Director in our company in March, 2019 on completion of his term. Further, he was appointed as Chairman & Executive Director of United Cotfab Limited on November 2, 2023 and redesignated its Chairman & Managing Director on November 6, 2023. The said appointments / re-appointment are made in violation of the provisions of the Companies Act, 1956/2013, as amended, and rules made thereunder. Our Company and concern director has not received any notice in that respect till date from any statutory authority. However, we may not provide any guarantee that, we are not subject to any action in future in the said respect.

Further, our Company has omitted to disclose and attach certain details in the documents filed with the RoC, for instance proof of identity and residence of director for appointment of Mr. Nirmalkumar Mangalchand Mittal was not attached in e-form DIR-12, form AOC-2 was not attached in the board’s report for the FY 2015-16, CIN on the letterhead of the Company, mismatch in the dates of board meetings and shareholders meeting and correct detail of the first financial year in the filings made for Fiscals 2013 to 2024. Our Company had also made inadvertent clerical / typographical errors in the forms filed with the RoC and records maintained by the Company during the said period. The authorities may treat such erroneous filing as non-filing and may levy penalty as prescribed under the Companies Act, 2013. While the penalty would not be material and we shall strive to avoid making typographical errors in future, we cannot assure you that we would not be subject to any penalties by regulatory authorities for aforesaid typographical error.

In the past, there has also been certain instances of non-compliances under Companies Act and the rules made thereunder such as (i) The Company has not complied with the applicable provisions of the Companies Act, 1956



with regard to the right issue made on October 1, 2013; primarily the said right issue was open from 04/09/2013 to 30/09/2013, however the application money was received from the proposed allottees on 12/02/2013, 27/02/2013 and 27/06/2013, (ii) The Company has filed incorrect details of the allottee in a return of allotment made on 02/01/2016. While we have not been subject to any penalties by regulatory authorities, there can be no assurance that we would not be subject to such penalties or fines in the future. While we shall strive to comply with all the applicable regulatory requirements there can be no assurance that there will be no delays or non-compliances with the filing of certain documents in the future.

- 12. *We rely on outsourcing a certain proportion of our production processes and activities to third-parties, without exclusivity arrangements. Any inability to obtain sufficient quantities of processed material of the requisite quality in a timely manner and at acceptable prices, or a slowdown, shutdown or disruption in such third parties' operations and performance, could adversely affect our business, results of operations and financial condition.***

Currently, we outsource certain proportion of our production process such as yarn dyeing, yarn sizing, fabrics dying and printing and finishing process to third party manufacturers. We rely on these third parties to provide us with an uninterrupted supply of our products. However, we cannot assure you that they may do so in a timely manner, or if at all. These third parties may decide not to accept our future orders on the same or similar terms, or at all. We may face the risk of our competitors offering them better terms, which may cause them to cater to our competitors alongside, or even instead of us. They may discontinue their work on short notice and our production process may be stalled or hindered due to this. Conversely, due to increased customer demand for our products, we may need to obtain more products from more third parties, and any inability to do so may render us unable to execute our growth strategy. Additionally, our job workers manufacturing facilities may be subject to operating risks, such as performance below expected levels of efficiency, excessive wastage of raw materials, delays in production, decrease in quality of products made, labor disputes, natural disasters, industrial accidents, interruptions in power supply and statutory and regulatory restrictions. Any non-compliance by our jobbers with the applicable laws which may result in a shutdown of their facilities, could result in the delay or non-availability of the delivery of our products. In addition, we cannot ensure that the processes done by them on products will be of satisfactory quality. Any failure to adhere with quality may damage our reputation, and adversely affect our business, results of operations and financial condition. Any defects in the products they supply could expose us to product liability or damage our reputation and reduce demand for our products. If our jobbers perform unsatisfactorily, substantially reduce their volume of supply, substantially increase their prices or terminate their business relationship with us, the cost and time required to manufacture our products would increase. We may also need to replace jobbers or take other remedial actions. Any deficiency in the quality of products that our jobbers supply to us may adversely affect our business, financial condition and results of operations.


- 13. *We require certain approvals, licenses, registrations and permits to operate our business, and failure to obtain or renew 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.***

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained those permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. The approvals required by our Company are subject to numerous conditions and there can be no assurance that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. Our Company is in the process of making application



for change in name in all the permits, licenses and approvals, which are under Company's former name. For details regarding pending approvals, please refer to section titled "Government and Other Approvals" beginning on page 183 of the Draft Prospectus. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all.

14. We have not yet applied for registration of our name and logo and we do not hold any statutory rights over the same.

We have not yet applied for the registration of our name and logo  under the provisions of the Trademarks Act, 1999. Consequently, we do not hold any statutory rights over the corporate logo currently used in our communications and operations. The absence of trademark registration deprives us of the legal protections available to registered intellectual property owners, thereby exposing us to potential claims alleging infringement of third-party rights. Further, there is no assurance that we will successfully obtain registration for our logo in the future, nor can we guarantee that third parties will not claim rights over similar or identical marks, leading to potential legal disputes. Any such challenge may necessitate litigation, which could be time-consuming, costly, and uncertain in outcome. Additionally, our ability to detect unauthorized use of our intellectual property and to take timely and effective enforcement measures may be limited. Should we be required to modify, replace, or discontinue the use of our current logo due to adverse legal determinations or claims, our brand identity, business prospects, reputation, and goodwill may be adversely impacted. Moreover, any failure to adequately protect our intellectual property rights could diminish our business value and negatively affect our operations.

15. Any failure in our quality control processes may have an adverse effect on our business, results of operations and financial condition.

Our products may contain quality issues or undetected errors or defects. We experience sales returns and quality compensation in our normal course of business. We have implemented quality checks & tests and regularly conduct inspections of raw materials sourced from suppliers and finished products manufactured by us on the basis of our internal quality standards. However, we cannot assure you that our quality control processes will not fail or the quality tests and inspections conducted by us will be accurate at all times. Any shortcoming in the raw materials procured by us or in the production of our products due to failure of our quality assurance procedures, negligence, human error or otherwise, may damage our products and result in deficient products. We also face the risk of legal proceedings and product liability claims being brought against us by our customers for defective products sold. We cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims. A product liability claim may adversely affect our reputation and brand image, as well as entail significant costs in defending such claims.

16. Our business is a high volume-low margin business. Any disruption in our turnover or failure to regularly grow the same may have a material adverse effect on our business, results of operations and financial condition.

Ours is a high-volume low margin business. Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results, debt service capabilities and financial conditions. Due to the nature of the products, we manufacture, sell and due to high competition, we may not be able to charge higher margins on our products. Hence, our business model is heavily reliant on our ability to effectively grow our turnover and manage our key processes including but not limited to procurement of raw material and timely sales / order execution.

The table set forth below the details of the revenue from operation for five months period ended August 31, 2024, Fiscal 2024, Fiscal 2023 and Fiscal 2022.

(₹ in lakhs)				
Parameter	For Five month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Revenue from operations	19,559.16	76,190.50	67,106.56	77,897.55



The table set forth below the details of our EBITDA and Profit After Tax (PAT) margin.

Parameter	For Five month period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Return Based				
Return on Equity(%)	7.47%	9.88%	17.70%	36.77%
Return on Capital Employed(%)	6.40%	8.39%	10.58%	10.98%
Margin Based				
EBITDA Margin (%)	3.64%	1.54%	1.97%	1.63%
PAT Margin (%)	1.48%	0.46%	0.82%	0.67%

*As certified by the Statutory Auditors, through certificate dated December 29, 2024.

As part of our growth strategy, we aim to improve our functional efficiency and business operations. Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Due to the nature of our business involving low profit margins, sudden changes with respect to price movements in goods being traded or sudden ad hoc anomalies in business or operations could substantially affect our net bottom lines and hence, adversely affect our results of operations and financial conditions. For further details, see “*Management’s Discussions and Analysis of Financial Condition and Results of Operations*” on page 190 **Error! Bookmark not defined.**”.

- 17. Our continued operations at our manufacturing facility is critical to our business and any disruption, breakdown or failure of machinery, disruption to power sources or any temporary shutdown of our manufacturing facility, may have a material adverse effect on our business, results of operations, financial condition and cash flows.**

Our manufacturing facility is subject to operating risks, such as breakdown or failure of machinery, power supply or processes, performance below expected levels of efficiency, obsolescence of equipment or machinery, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. Our customers rely significantly on the timely delivery of our products and our ability to provide an uninterrupted and timely supply of our products is critical to our business. We also require substantial electricity for our manufacturing facilities which is sourced from state electricity board. In case, the supply is not available for any reason, our production schedule may be hampered. Further, our customer relationship, business and financial results may be materially adversely affected by any disruption of manufacturing operations of our products, including as a result of any of the factors mentioned above.

- 18. Any failure on our part to effectively manage our inventory may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.**

We also manufacture goods and, at all points of time, a certain portion of our assets comprises of an inventory of raw materials, work in progress and finished goods. Maintaining sufficient inventory of raw materials is critical for our operations including as a buffer against any supply disruptions. Any failure on our part to effectively manage our inventory of raw materials and finished products in response to changing market scenario may have an adverse effect on our financial condition and may even lead to loss of business and increase the costs of our operations. In the event we overestimate our requirements for raw materials as compared to the demand for our products, it may lead to situations that require us to block more capital and increase our operating costs in connection with inventories and further expose us to variations in raw materials risk. Equally, if we underestimate our requirements for raw materials, it may adversely affect our ability to manufacture the required quantity of products for our customers’ requirements in a timely and cost-efficient manner which may lead to loss of business and / or the opportunity to service customers



which could adversely affect our business, results of operations and financial condition. Further, we may also lose opportunities to acquire raw materials in a cost-effective manner, thereby increasing costs of operations and adversely affecting our working capital requirements. Additionally, if our inventory of finished products is not dispatched on time or if there is any unanticipated delay in the delivery of our finished products or if the finished products are not properly maintained or are damaged or destroyed, we could lose such inventory which could have an adverse impact on our production cycle, results of operation and financial condition.

19. Under-utilization of our manufacturing capacities and an inability to effectively utilize our existing manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.

-As on date of this Draft Prospectus, our Company has 120 Airjet Looms installed at Miroli Unit which has an annual installed capacity of weaving 2,00,75,000 mtrs. of grey and denim fabrics. In Fiscals 2024, 2023 and 2022, our overall capacity utilization is detailed below:

Capacity utilization of the Plant

Particulars	F.Y 24-25 (August 31, 2024)	F.Y 23-24	F.Y 22-23	F.Y 21-22
Installed capacity in Meter	2,00,75,000	2,00,75,000	2,00,75,000	2,00,75,000
Production Total in Meter	52,07,294	1,40,22,801.84	1,39,83,897.84	1,56,65,976.32
Capacity Utilization in % / Meter	62.25*	69.85	69.66	78.04

*Annualized Rate

As certified by Pranav Parikh, Chartered Engineer, through his certificate dated February 11, 2025.

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing facility as well as on the market demand of the products sold by us. Among others, the capacity utilization also depends upon the availability of raw materials, labour, industry/ market conditions and procurement practice followed by our customers. In the event we are unable to achieve considerable capacity utilization of our current manufacturing facility, it would result in operational inefficiencies which could have a material adverse effect on our business, results, financial condition and future prospects. Under-utilization of our manufacturing capabilities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

20. Our inability to collect receivables from our customers or default in payment by them could result in the reduction of our profits and affect our cash flows.

Our operations involve extending credit for extended periods of time to our customers in respect of our products and consequently, we face the risk of non-receipt of these outstanding amounts in a timely manner or at all, particularly in the absence of long-term arrangements with our customers. While we have not adopted any credit policy, we typically operate on pre-sanctioned credit limits with customers and cannot guarantee that our customers will not default on their payments. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit, we extend to what is reasonable and based on an evaluation of each customer's financial condition and payment history, we may still experience losses because of a customer being unable to pay. Any inability to collect receivables from our customers in a timely manner or at all in future, could adversely affect our working capital cycle and cash flows. During the five month period ended August 31, 2024 and in the Fiscals 2024, 2023 and 2022, our trade receivables were ₹ 3,283.76 lakh, ₹3,077.58 lakh, ₹ 2,801.59 lakh and ₹ 3,607.77 lakh respectively, which represented 16.79%, 4.04%, 4.17% and 4.63% of our revenues from operations for such periods, respectively.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy of our customers and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements or default on their



payment obligations to us. During the three-month period ended August 31, 2024 and in the Fiscals 2024, 2023 and 2022, our bad debts was nil. An increase in bad debts or in defaults by our customers may compel us to utilize greater amounts of our operating working capital and result in increased financing costs, thereby adversely affecting our results of operations and cash flows.

21. *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.*

Our operations are subject to risks inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Our insurance policy consist of property insurance (building, furniture & fixture and Solar Penal installed over roof top, plant & machinery and stocks). While we believe that we maintain insurance coverage in consistent with size of our business, our insurance policy do not cover all risks, specifically risks such as cash in transit, goods in transit, machinery breakdown, keyman insurance, workmen compensation, group personal accident or mediclaim policy. Failure to effectively cover ourselves against the associated risks may potentially lead to material losses. There can be no assurance that our insurance policies will be adequate to cover the losses/ damages suffered or that such insurance coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. If we suffer a significant uninsured loss or if insurance claim in respect of the subject matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

22. *If we are not able to successfully manage our growth, our business and results of operations may be adversely affected.*

Continued growth of our business and customer base requires us to expand our product portfolio, strengthen our product quality, expand and enhance our sales channels, better manage our supply chain, upgrade our information systems and technologies and devote other resources to our business expansions, among others. As we continue to grow, managing our business will become more complicated as we develop a wider product mix, some of which we may have less experience in. In addition, as we increase our product offerings, we will need to work with a larger number of business partners and maintain and expand mutually beneficial relationships with our existing and new business partners. Our inability to manage the expansion of our products range, customer base and manufacturing capacities, and execute our growth strategy in a timely manner or within budget estimates, or our inability to meet the expectations to track the changing preferences of our customers or other stakeholders could have an adverse effect on our business, results of operations and financial condition. We cannot assure you that we will be able to effectively manage our growth, that our current personnel, infrastructure, systems, procedures and controls or any measures to enhance them will be adequate and successful to support our expanding operations or that our strategies and new business initiatives will be executed successfully. Our failure to manage our anticipated growth effectively could reduce our ability to execute our business strategies, recruit and retain personnel, innovate, and manage costs all of which could adversely affect our business, results of operations, cash flows and financial condition. In addition, the availability of funds plays a crucial role for growth and expansion of the business. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any downgrade in our credit ratings could increase our borrowing costs and adversely affect our access to capital. Further, in case we decide to raise additional funds through the issuance of equity or equity linked instruments, the interests of our shareholders may be diluted. Further, if we decide to meet our capital requirements through debt financing, our interest obligations shall increase and we may be subject to additional restrictive covenants under our respective financing arrangements. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations and financial condition could be adversely affected.



23. *We are heavily dependent on our Promoters, Directors 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 Promoters, Directors and Key Managerial Personnel, particularly Mr. Gagan Nirmalkumar Mittal, and Mr. Nirmalkumar Mangalchand Mittal, Mr. Kamalkishore Hada and Mr. Ritesh Hada. The loss of any of our Promoters, Directors 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 key 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 Section “Our Management” on page 109 of this Draft Prospectus.

24. *We have incurred indebtedness which exposes us to various risks which may have an adverse affect on our business and results of operations.*

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on August 31, 2024, our total outstanding indebtedness was ₹ 3,482.08 Lakhs.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

1. increasing our vulnerability to general adverse economic, industry and competitive conditions;
2. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
3. affecting our credit rating;
4. limiting our ability to borrow more money both now and in the future; and
5. increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an adverse affect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “Statement of Financial Indebtedness” on page 167 of this Draft Prospectus.

25. *We operate in a competitive business environment. Competition from existing players and new entrants and consequent pricing pressures could have a material adverse effect on our business growth and prospects, financial condition and results of operations.*

The Indian textile industry is highly competitive. We believe that the key competitive factors affecting our business include product quality, capacity creation and utilization, changes in manufacturing technology, logistics feasibility, workforce skill and productivity, operating costs, pricing power with large buyers, access to funding, the degree of regulation and access to a regular supply of raw materials. Maintaining or increasing our market share will depend on effective marketing initiatives and our ability to anticipate and respond to various competitive factors affecting the industry, including our ability to improve our manufacturing process and techniques, introduce new products, respond to pricing strategies of our competitors, and adapt to changes in technology and changes in customer preferences. We cannot assure prospective investors that we will be able to compete effectively against our current or emerging competitors with respect to each of these key competitive factors.

Some of our local competitors may possess an advantage over us due to various reasons, such as specialization in production of value-added or niche products, stronger distribution network and greater presence in certain markets. While we are currently strategically located in Gujarat, any further entrants in the region with more resources or deeper relationships with distributors/customers compared to us could have a material adverse effect on our business, results of operations, profitability and margins, cash flows and financial condition. Failure by us to compete



effectively could have a material adverse effect on our business, results of operations, profitability and margins, cash flows and financial condition. We may also face competition from new companies that are emerging which may attempt to obtain a share in our existing markets. Based on these factors, amongst other things, there can be no assurance that we will be able to compete successfully in the future against our existing or potential competitors or that increased competition with respect to our activities may not have an adverse effect on our business, results of operations, profitability and margins, cash flows and financial condition.

26. *We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our manufacturing facility, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our results of operations.*

We believe that our Company has obtained all the material approvals required to carry on its business activities as on the date of this Draft Prospectus. Many of these approvals are granted for a fixed period of time and are required to be renewed from time to time. Non-renewal of the said permits and licenses would adversely affect our operations, thereby having a material effect on our business, results of operations and financial condition. Further, we are yet to obtain Fire NOC for our Factory Premises located at Miroli, Ahmedabad. Further, certain permits, licenses and approvals obtained by our Company are conditional in nature. While our Company endeavours to meet such conditions, we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, renew, maintain or obtain the required permits, licenses or approvals, or revocation, cancellation or suspension of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. There can be no assurance that the relevant authorities will issue any or all such permits or approvals in the time-frame anticipated by us or at all. Non-receipt of the aforesaid license would result in payment of fines under the respective laws. We are also required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax. Any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations and financial condition.

27. *The LM has relied on declarations, undertakings and affidavits for some of the Directors, Promoter and KMPs to include their details in this Draft Prospectus.*

The educational qualification certificates of our Promoters and Directors, namely Mr. Nirmalkumar Mangalchand Mittal and Mr. Kamalkishore Hada, are not traceable. Bank Statements in respect of acquisition of shares on February 2, 2021 and March 31, 2021 by Mr. Ritesh Hada and acquisition of shares on March 31, 2021 by Kamalkishore Hada are not provided. Further, certain members of our Promoter Group and Promoter Group Entities have not provided their certain details such as the latest shareholding pattern, financials statements, Income Tax Returns (“ITRs”) for the last three financial years and the preceding financial year etc. Due to this non-availability, we are unable to verify and maintain their records including tax records and unable to comment on the same. Further, Certain members of our Promoter Group are deceased; however, their legal heirs have been unable to trace their death certificates. In the absence of such official records, we have relied on affidavits provided by the concerned persons for making necessary disclosures in this Draft Prospectus. While we believe such affidavits to be accurate and reliable, we cannot assure that no third-party claims or legal complications will arise in the future due to the non-availability of these documents.

28. *Our Company has during the preceding one year from the date of the Draft Prospectus have allotted Equity Shares at a price which is lower than the Offer Price.*

In the last 12 months, we have made allotment of Equity Shares through conversion of preference shares into equity shares and bonus issue to the Shareholders. For further details see “*Capital Structure*” on page 68. We cannot assure you that any issuance of Equity Shares made by our Company post completion of this Offer will be above the Offer Price or the prevailing market price of our Equity Shares.



29. *Our business operations are majorly concentrated in a particular geographical region and any adverse developments affecting our operations in this region could have a significant impact on our revenue and results of operations.*

We carry our entire manufacturing operations from our unit located in Miroli, Ahmedabad, Gujarat. Due to the geographical concentration of our manufacturing operations primarily in Miroli, our operations are susceptible to local, regional and environmental factors, such as social and civil unrest, regional conflicts, civil disturbances, economic and weather conditions, natural disasters, demographic and population changes, and other unforeseen events and circumstances. Such disruptions could result in the damage or destruction of a significant portion of our manufacturing abilities, significant delays in the transport of our products and raw materials, loss of key managerial personnel, and/or otherwise adversely affect our business, financial condition and results of operations.

In addition, we generate almost 100% of our revenue through our customers situated in Gujarat. Further, our most of the suppliers and third-party manufacturers are also located in Gujarat. Such geographical concentration of our business in the Gujarat region heightens our exposure to adverse developments related to competition, as well as economic and demographic changes in this region, which may adversely affect our business prospects, financial conditions and results of operations.

Further, as we enter into new markets and geographical areas, we are likely to compete with not only national players, but also the local players, who might have an established local presence, and are more familiar with local business practices and have stronger relationships with local distributors, dealers, relevant government authorities, suppliers or are in a stronger financial position than us, all of which may give them a competitive advantage over us. Our inability to expand into other areas may adversely affect our business prospects, financial conditions and results of operations. While our management believes that the Company has requisite expertise and vision to grow and mark its presence in other markets going forward, investors should consider our business and prospects in light of the risks, losses and challenges that we face and should not rely on our results of operations for any prior periods as an indication of our future performance.

30. *Adverse publicity regarding our products could negatively impact us.*

Adverse publicity regarding any of our products or similar products marketed or sold by others could negatively affect us. If any studies raise or substantiate concerns regarding the efficacy or safety of our products or other concerns, our reputation could be harmed and demand for our products could diminish, which could have a material adverse effect on growth in new customers and sales of our product, leading to a decline in revenues, cash collections, and ultimately our ability to meet operating cash flow requirements.

31. *Our products are produced frequently and has a short time frame of production, hence we do not prepare order book for our products.*

Our company operates in the industry with a short manufacturing and delivery cycle that allows us to efficiently manufacture and deliver products in a rapid timeframe which results into production as-needed basis. We do not prepare an official order book for our products, which may result in wrong prediction of the production capacity and our production capacity may remain underutilized.

32. *We have not entered into any technical support service for the maintenance and smooth functioning of our equipment's and machineries, which may affect our performance.*

Our manufacturing processes involve use of technical equipments and machineries. They require periodic maintenance checks and technical support in an event of technical breakdown or malfunctioning. Our company has not entered into any technical support service agreements with any competent third party. Our failure to reduce the downtime in case such events occur may adversely affect our productivity, business and results of operations.



- 33. *Our main operations may be adversely affected in case of industrial accidents at our manufacturing unit which may lead to any fire mishaps or accidents could lead to property damages, property loss and accident claims.***

Throughout our production processes, various factors such as machinery operation, material handling, and other inbuilt technical process carry inherent risks. These risks extend to potential injuries to our labour force, employees, and other individuals on-site, as well as the possibility of property damage, all of which could disrupt our operations and impact our financial performance.

- 34. *Dependence upon third party transportation services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer.***

We do not have an in-house transportation facility and we rely on third party transportation and other logistic facilities at every stage of our business activity including for procurement of products from our suppliers and for transportation of products to our customers. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third-party transport service providers and engage them on a needs basis. Additionally, availability of transportation solutions in the markets we operate in is typically fragmented.

- 35. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the Issue price.***

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Issue Price as may be decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapters “Risk Factors - Prominent Notes” and “Capital Structure” beginning on pages 24 and 51 respectively of this Draft Prospectus.

- 36. *Failure to effectively manage labour or failure to ensure availability of sufficient labour could affect the business operations of the Company.***

Our business activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations. Though we have not faced any labour problem in the past we cannot assure that we will not experience disruptions to our operations due to disputes or other problems with our work force, which may lead to strikes, lockouts or increased wage demands. Such issues could have adverse effect on our business, and results of operations.

- 37. *We may be subject to labor unrest, strike, slowdowns and work stoppages, which could adversely affect our reputation, business, financial condition and results of operations.***

To carryout our manufacturing process smoothly and efficiently, we have employed skilled employees at our manufacturing unit and registered and administrative office. Furthermore, India has stringent labor legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. At present, we enjoy a good relationship with our employees and have not experienced any labor unrest, lockouts, strikes, slowdowns, work stoppages, unionization or any disruptions of such sort. However there can be no assurance that we may not experience any disruptions in our operations in future as well. In the event that employees seek to unionize, it may become difficult for us to maintain flexible labor policies, and may increase our costs and adversely affect our reputation, business, financial condition and results of operations.

- 38. *The Promoters (including Promoter Group) and Directors hold 95.28% of the Equity Shares of our Company as on the date of this Draft Prospectus and are therefore interested in the Company's performance in addition to their remuneration and reimbursement of expenses.***



Our Promoters and Directors are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company or their relatives, dividend entitlement, properties given by them on lease/rental basis or loans advanced by them to the Company. There can be no assurance 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. For further information, please refer to the chapters/section titled “Our Business”, “Our Promoters and Promoter Group” and “Annexure-31 - Related Party Transactions”, beginning on pages 89, 120 and 160 respectively of this Draft Prospectus.

39. Any non-availing of credit ratings could result in an increase in the interest rates we pay on any new borrowings and could decrease our ability to borrow as much money as we require to finance our business.

Our Company has obtained credit rating for our long-term financing facilities and short-term credit facilities. For detailed information on our total borrowings, see “Financial Indebtedness” on page 216. In the past, the Company had engaged CRISIL Ratings (“CRISIL”) and obtained credit ratings for its bank loan facilities. CRISIL issued a long-term rating of “CRISIL B /Stable (Issuer Not Cooperating)” and a short-term rating of “CRISIL A4 (Issuer Not Cooperating)”. In absence of any credit ratings in future, the Company may face challenges to raise new borrowings at competitive interest rates.

40. Our Promoters, Directors and Promoter Group members/entities have provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans in accordance with the terms and conditions of the financing documents could trigger repayment obligations on them, which may impact their ability to effectively service their obligations as our Promoters/ Directors and thereby, impact our business and operations.

Our Promoters, Directors and Promoter Group entities/members have extended personally guarantee towards loan facilities taken by our Company. Any default or failure by us to repay the loans in a timely manner, or at all could trigger repayment obligations of our guarantors in respect of such loans, which in turn, could have an impact on their ability to effectively service their obligations as Promoters/Directors of our Company, thereby having an effect on our business, results of operation and financial condition. Furthermore, in the event that these individuals withdraw or terminate their guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer “Statement of Financial Indebtedness” on page 167 of this Draft Prospectus.

41. Industry information of the Company included in this Draft Prospectus has been derived from different industrial association and other governmental sources and reports. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate. We have referred different industrial association and other governmental sources and reports for purposes of inclusion of such information in this Draft Prospectus. This data is subject to various limitations and based upon certain assumptions that are subjective in nature. None of our Company, the Lead Manager or any other person connected with the offer has independently verified such information. Although we believe that the data may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed and dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or the Lead Manager or any of our or its respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Further, there is no assurance that such information is stated or compiled



on the same basis or with the same degree of accuracy as may be the case elsewhere. In addition, statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Prospectus.

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

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Any lapses in judgment or failures that result from human error can affect the accuracy of our financial reporting, resulting in a loss of investor confidence and a decline in the price of our equity shares.

43. *Our Company has unsecured loans which are repayable on demand. Any demand from lenders for repayment of such unsecured loans may adversely affect our cash flows.*

Our Company has availed unsecured loans which may be recalled by lenders at any time with or without the existence of an event of default, on short or no notice. As of August 31, 2024, such loans amounted to ₹ 285.96 Lakhs. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. As a result, any such demand may materially affect our business, cash flows, financial condition and results of operations. For further details, please see the section entitled “Statement of Financial Indebtedness” on page 167 of this Draft Prospectus.

44. *Our company currently has outstanding export obligations. If we fail to meet these obligations, we may be required to pay customs duty along with interest to the department.*

The details of our pending export obligations as of August 31, 2024, are as follows:

Sr. No.	Particulars	EPCG License No	FOB Value to be done
1	EPCG Authorization dated 28.06.2021	0831001876	99,11,862.18
	Expiry on 28.06.2027		
2	EPCG Authorization dated 29.06.2021	0831001888	31,16,85,932.88
	Expiry on 29.06.2027		

The company is required to fulfill these export obligations by June, 2027. However, if circumstances beyond the company’s control prevent us from fulfilling these obligations within the prescribed timeframe or if we are unable to secure an extension from the authorities, we may be liable to pay a duty, along with applicable interest. This could have a significant adverse impact on the company’s financial position.

45. *Some of our Group Companies are engaged in similar line of business. Any conflict of interest in future may occur between the business of our promoter group entities and us which may adversely affect our business, prospects, results of operations and financial condition.*

As on date of this Draft Prospectus, certain of our Promoter Group entities are engaged in similar line of business. We have entered into non-compete and non-solicit agreements with such group entities. We cannot assure you that our Promoters will not favour the interests of our promoter group entity over our interests in future or that we will be able to suitably resolve any such conflict if arise without an adverse effect on our business or operations.



- 46. *The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.***

The deployment of funds as stated in the “Objects of the offer” beginning on page 62 of this Draft Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In case the assumptions on which these estimates have been made are not correct or they become unrealistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.

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

The funding requirements and the deployment (including the schedule of deployment) of the Net Proceeds are based on the current business plan and strategy of our Company. Our Company may have to revise these from time to time as a result of variations including changes in estimates and other external factors, which may not be within the control of the management of our Company. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the deployment for a particular purpose from its planned expenditure or changing the schedule of deployment of the Net Proceeds at the discretion of the Board of Directors of our Company, in compliance with applicable law. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds or the schedule of deployment of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the shareholders approval through a special resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders approval may adversely affect our business or operations. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Offer as prescribed in the SEBI ICDR Regulations. If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition and may adversely affect our business and results of operations. For further details of the proposed objects of the Issue, see Objects of the Issue on page 143.

- 48. *We propose to utilize a portion of the Net Proceeds for repayment and, or, pre-payment of a portion, of certain outstanding secured borrowings availed by our Company in full or part. Accordingly, the utilization of the Net Proceeds will not result in creation of any tangible assets.***

Our Company intends to utilise a portion of the Net Proceeds for repayment and, or, pre-payment of a portion, of certain outstanding secured borrowings availed by our Company in full or part. The details of the loans identified to be repaid or prepaid using the Net Proceeds have been disclosed in the ‘Objects of the Issue on page 87 While we believe that prepayment or scheduled repayment of a portion, of certain outstanding borrowings availed by us will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion, the repayment and, or, pre-payment of a portion, of certain outstanding borrowings availed by our Company will not result in the creation of any tangible assets for us.

- 49. *Our future fund requirements, in the form of further issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.***



We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing Shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing Shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

50. Changes in technology may render our current technologies obsolete or require us to make substantial investments.

To remain competitive and efficient, modernization and technology upgradation are crucial for reducing costs and increasing output. Our business heavily relies on technology and machinery to deliver quality products. However, there is a risk of our technology and machinery becoming obsolete over time or not being upgraded timely, which can adversely impact our operations and financial condition, leading to a loss of competitive edge in the market. While we believe that we have implemented updated technology, we understand the importance of continuous improvement. We are committed to staying abreast of the latest technological standards and trends to enhance our capabilities. In the event of a new technology emerging in our industry, we may be required to invest in adopting that technology or upgrading our existing machinery and equipment to remain competitive.

The costs associated with upgrading technology and modernizing machinery are significant, and they can have a substantial impact on our finances and operations. These investments may lead to higher capital expenditures and can temporarily affect our profitability and cash flow. We must carefully assess the potential benefits and returns on such investments to ensure they align with our long-term growth objectives.

Our ability to successfully implement technology upgrades and modernization efforts depends on various factors, including availability of skilled technicians, compatibility of new technology with existing systems, and adequate financial resources. Delays or challenges in adopting new technology can hinder our operational efficiency and competitiveness in the market.

51. Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on certain assumptions and has been subjected to rounding off, and future production and capacity utilization may vary.

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on various assumptions and estimates of our management, including proposed operations, assumptions relating to availability and quality of raw materials and assumptions relating to operational efficiencies. Actual production levels and utilization rates may differ significantly from the estimated production capacities or historical estimated capacity utilization information of our facilities. Undue reliance should therefore not be placed on our production capacity or historical estimated capacity utilization information for our existing facilities included in this Draft Prospectus. For further information, see the section titled “Our Business” on page 89 of this Draft Prospectus.

52. We could be adversely affected due to misconduct or errors of our employees that are difficult to detect and any such incidents could adversely affect our financial condition, results of operations and reputation.

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and damage our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.



53. *Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.*

Our operations may be subject to incidents of theft or damage to inventory. The business may also encounter some inventory loss on account of employee theft, vendor fraud and general administrative error. While we have not experienced any such instance in the past, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse or similar incidents in the future, which could adversely affect our results of operations and financial condition. Though we have insurance losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

54. *We are subject to restrictive covenants under our credit facilities that limit our operational flexibility.*

The loan agreements entered into by us with banks contain specific covenants which require us to obtain the prior approval/ permission from the banks on the occurrence of certain events such as formulation of any scheme of amalgamation or reconstruction, undertaking of any new project or expansion, making any substantial change in our management set up, any change in our capital structure resulting in reduction of capital, etc. We are required to obtain consent/ approval from our lender before undertaking any such steps which have been mentioned in the loan agreements. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see “Statement of Financial Indebtedness” on page 167 of this Draft Prospectus.

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

Since the Issue is for an amount not exceeding ₹10,000 lakhs, in terms of SEBI ICDR Regulations, our Company is not required to appoint an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised through this Offer, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Offer proceeds could adversely affect our results of operations and cash flows.

56. *We will continue to be controlled by our Promoters after the completion of the Offer.*

After the completion of the Offer, our Promoters will hold majority of our outstanding Equity Shares. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We cannot guarantee that our Promoters and Promoter Group will act in our interest while exercising their rights.

57. *Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.*

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors



deem relevant, including among others, our results of operations, financial condition, working capital requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” on page 126 of this Draft Prospectus.

58. *If our third-party service providers are not able to or do not fulfil their service obligations, our operations could be disrupted, and our operating results could be effected.*

We depend on a number of third-party service providers such as service providers that provide road transport, maintenance of our information technology systems, packaging material suppliers, etc.. These third-party service providers are essential in our production process. Our operations could be disrupted if we do not successfully manage relationships with such third-party service providers, if they do not perform or are unable to perform agreed-upon services, or if they are unwilling to make their services available to us at reasonable prices. While there has not been any instance of any third-party service provider not fulfilling their contractual obligations, however if any such third-party service providers do not perform their service obligations, it could adversely affect our reputation, business, financial condition and results of operations.

59. *Certain key performance indicators for certain listed industry peers included in this Draft Prospectus have been sourced from public sources and there is no assurance that such financial and other industry information is complete.*

Pursuant to the requirements of the SEBI ICDR Regulations, we have included certain key performance indicators, comprising financial and operational information, for certain listed industry peers, in the “Basis for Offer Price” beginning on page 67 of the Draft Prospectus. Although this information is sourced from and relied upon on the consolidated audited financial statements of the relevant listed industry peers as available on the websites of the Stock Exchanges, including the annual reports of the respective companies submitted to Stock Exchanges, there is no assurance that this information with respect to industry peers is either complete. There may be different methodologies and formulas used to compute the various ratios.

60. *Any future issuance of Equity Shares may dilute your shareholdings, and sale of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.*

Any future equity issuance by our Company may lead to the dilution of investors’ shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Offer, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

61. *The requirements of being a public listed company may strain our resources and impose additional requirements.*

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management’s attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge, and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock



exchange could lead to imposition of huge penalties, if any including suspension of trading, imposed by Stock Exchange.

62. *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 Draft Prospectus.*

While facts and other statistics in the Draft Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various governmental and organizational web site data 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 77 of this Draft 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.

63. *Certain data mentioned in this Draft Prospectus has not been independently verified.*

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

EXTERNAL RISK FACTORS:

64. *Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has proposed a comprehensive national goods and services tax (“GST”) regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency and may result in significant additional taxes becoming payable.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realized on the sale of listed equity shares on a Stock Exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief.



Accordingly, Investors may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax (“STT”), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India as well as STT. Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument (“MLI”), if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company’s business, financial condition, results of operations and cash flows.

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

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional and global economies. 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.

The Government of India has traditionally exercised, and continues to exercise, a significant 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. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India’s economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

67. *An outbreak of other infectious or virulent diseases, if uncontrolled, may have an adverse effect on our business, results of operations and financial condition.*

An outbreak of other infectious or virulent diseases, such as severe acute respiratory syndrome, the COVID-19 virus, the H1N1 virus, avian influenza (bird flu), the Zika virus or the Ebola virus, if uncontrolled, may have a material



adverse effect on the economies of certain countries and our operations. If any of our employees or the employees of our suppliers and/or customers are infected with such diseases or if a significant portion of our workforce refuses to work for fear of contracting an infectious disease, our Company, our suppliers and/or our customers may be required to shut down operations for a period of time, and this could adversely affect our business, results of operations and financial condition. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general.

68. *Terrorist attacks or war or conflicts involving India or other countries could adversely affect consumer and business sentiment and the financial markets and adversely affect our business.*

Terrorist attacks and other acts of violence or war may adversely affect global equity markets and economic growth as well as the Indian economy and stock markets. Such acts negatively impact business and economic sentiment, which could adversely affect our business and profitability. Also, India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighboring countries. Armed conflicts could disrupt communications and adversely affect the Indian economy. Such events could also create a perception that investments in Indian companies involve a high degree of risk. This, in turn, could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares. The consequences of any armed conflicts are unpredictable and we therefore may not be able to foresee events that could have an adverse effect on our business.

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

Global economic and political factors that are beyond our control influence forecasts 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.

70. *The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.*

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company's normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our Company's business operations, which could have an adverse effect on its results of operations and financial condition.

71. *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.

72. *Instability in financial markets could materially and adversely affect the results of operations and financial condition.*

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact



on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

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

74. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.*

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

75. *A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.*

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by centre or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investor's reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.



76. *Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.*

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter “Government and Other Statutory Approvals” on page 216 for details of the laws currently applicable to us. Our Company avails benefits offered by state textile ministry, Industries Commissionerate and Central Ministry. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

In addition, unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment laws governing our business, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see “Outstanding Litigation and Material Developments” on page 203. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Ordinance, 2019, a new tax ordinance issued by India’s Ministry of Finance on September 20, 2019, prescribes a number of changes to the income tax rate applicable to companies in India. According to this new ordinance, companies can henceforth voluntarily opt for a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies. Any such future amendments may affect other benefits such as an exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would influence our profitability.

The Finance Act, 2022 (“Finance Act”), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax (“DDT”), will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non- resident and are likely to be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Further, the Government of India has notified the Finance Act, 2023, which has introduced various amendments to taxation laws in India. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as



costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

RISKS RELATING TO EQUITY SHARES

77. *The Equity Shares have never been publicly traded, and the Issue may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price.*

Prior to the issue, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global machine tools industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares. General or industry-specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

78. *The requirements of being a publicly listed company may strain our resources.*

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and, or, we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

Any further issuance of Equity Shares, or convertible securities or other equity-linked instruments by us may dilute your shareholding. We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.



79. *The sale of Equity Shares by our Promoters in future may adversely affect the market price of the Equity Shares.*

After the completion of the Issue, our Promoters will still own a significant percentage of our issued Equity Shares. The sale of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

80. *Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures such as the Additional Surveillance Measures (“ASM”) and Graded Surveillance Measures (“GSM”) by the Stock Exchanges in the order to enhance market integrity and safeguard the interest of the investors.*

On and post the listing of equity shares, we may be subject to ASM and GSM by the Stock Exchange(s) and the Securities and Exchange Board of India. These measures have been introduced in order to enhance market integrity, safeguard the interest of investors and to alert and advise investors to be extra cautious and carry out necessary due diligence while dealing in such securities. The criteria for shortlisting any scrip trading on the Stock Exchange(s) under the ASM is based on an objective criteria as jointly decided by SEBI and the Stock Exchange(s) which includes market based dynamic parameters such as high low price variation, client concentration, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. A scrip is typically subjected to GSM measures where there is an abnormal price rise that is not commensurate with the financial health and fundamentals of a company. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalisation, and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

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

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to the applicant’s demat account with depository participant and listing is expected to commence within the period as may be prescribed under the applicable laws. Any failure or delay in obtaining the approval or otherwise any delay in commencing trading in the Equity Shares would restrict investors’ ability to dispose their Equity Shares. We cannot assure that the Equity Shares will be credited to investors’ demat accounts, or that trading in the Equity Shares will commence, within the time periods prescribed under applicable law.

82. *There is no guarantee that our Equity Shares will be listed on the relevant stock exchange in a timely manner or at all.*

There is no guarantee that our Equity Shares will be listed on the relevant stock exchange in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the relevant stock exchange within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.



SECTION IV – INTRODUCTION

THE ISSUE

Present Issue in terms of this Draft Prospectus:

Particulars	Details
Equity Shares offered	Upto 47,60,000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs.
Of which:	
Reserved for Market Makers	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs.
Net Issue to the Public^{(1) (2)}	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs
Of which	
A. Retail Portion	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs.
B. Non-Retail Portion	[●]Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] each aggregating to ₹ [●] Lakhs.
Equity Shares outstanding prior to the Issue	1,09,59,750 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Issue	[●] Equity Shares of ₹ 10/- each
Use of Proceeds	For details, please refer chapter titled “ <i>Objects of The Issue</i> ” beginning on Page no. 87 of this Draft Prospectus for information on use of Issue Proceeds.

- (1) Subject to finalisation of the Basis of Allotment, Number of shares may need to be adjusted for lot size upon determination of Issue price.
- (2) Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows;
- minimum fifty per cent. to retail individual investors; and
 - remaining to:
 - i) individual applicants other than retail individual investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;
- Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

Explanation: If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

NOTES

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 6, 2025 and by the shareholders of our Company, pursuant to section 62(1)(c) of the Companies Act, 2013, vide a special resolution passed at the Extra-Ordinary General Meeting held on January 9, 2025.



SUMMARY OF FINANCIAL INFORMATION

*The following tables provide the summary of financial information of our Company derived from the Restated Financial Information for the stub period ended on August 31, 2024 and financial years ended March 31, 2024, 2023 and 2022. The Restated Financial Information referred to above is presented under the section titled “**Financial Information**” beginning on Page No. 184 of this Draft Prospectus. The summary of financial information presented below should be read in conjunction with the Restated Financial Information, the notes thereto and the chapters titled “**Financial Information**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on Page Nos 184. and 190, respectively of this Draft Prospectus.*

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Annexure 1: Restated Summary Statement of Assets and Liabilities						(Rs. in Lakhs)
Particulars	Annexure	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	
Equity and Liabilities						
Shareholders' Funds						
Share Capital	5	243.55	243.55	243.55	243.55	
Reserves and Surplus	6	3,768.55	3479.78	3,130.04	2,581.96	
Total Equity		4,012.10	3723.33	3,373.59	2,825.51	
Non-Current Liabilities						
Long-Term Borrowings	7	2,654.20	2964.49	3,459.44	4,396.84	
Deferred Tax Liabilities (Net)	8	383.89	368.56	308.66	221.31	
Other Long-Term Liabilities	9	-	-	-	-	
Other Long-Term Provision	10	21.38	18.45	13.54	16.20	
Total Non- Current Liabilities		3,059.46	3351.49	3,781.64	4,634.35	
Current liabilities						
Short-term borrowings	7	827.88	1035.94	789.44	539.00	
Trade payables	11	-	-	-	-	
i) Total outstanding dues of micro enterprise and small enterprise		4.17	-	-	-	
ii) Total outstanding dues other than micro enterprise and small enterprise		2,863.84	2632.64	3,556.50	4,554.03	
Other current liabilities	12	68.86	52.41	505.11	363.12	
Short-term provisions	10	203.95	106.88	155.75	82.32	
Total Current Liabilities		3,968.71	3827.87	5,006.80	5,538.47	
TOTAL EQUITY & LIABILITIES		11,040.28	10902.69	12,162.03	12,998.33	
Assets						
Non-Current Assets						
Property, Plant and Equipment and Intangible Assets						
(i) Tangible Assets	13	5,376.40	5455.48	5,973.83	5,977.85	
(ii) Capital Work-in-Progress		-	115.47	-	3.12	
(iii) Intangible Assets		-	-	-	-	
Non - Current Investment	14	57.38	57.38	57.38	57.38	
Long-Term Loans and Advances	15	225.02	312.59	306.01	757.28	
Other Non Current Asset	16	41.83	40.89	39.17	147.06	
Total Non-Current Assets		5,700.63	5981.80	6,376.39	6,942.69	
Current Assets						
Short-Term Loans and Advances	15	290.63	279.81	1,716.42	353.37	
Other Current Assets	17	119.80	218.28	438.32	273.64	
Trade Receivables	18	3,283.76	3077.58	2,801.59	3,607.77	
Inventories	19	1,595.52	1329.86	751.07	973.84	
Cash and Bank Balances	20	49.94	15.36	78.24	847.02	
Total Current Assets		5,339.65	4920.89	5,785.64	6,055.64	
TOTAL ASSETS		11,040.28	10902.69	12,162.03	12,998.33	



Annexure 2: Restated Summary Statement of Profit and Loss

(Rs. in Lakhs)

Particulars	Annexure	Year Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Revenue					
Revenue from operations	21	19,559.16	76,190.50	67,106.56	77,897.55
Other income	22	16.00	117.92	194.72	42.91
Total Income		19,575.15	76,308.42	67,301.28	77,940.46
Expenses					
Cost of materials consumed	23	6,312.80	16,065.76	20,287.00	21,046.09
Purchase of Stock in Trade/Finished Goods	23A	12,378.60	58,040.41	43,552.86	53,247.94
Changes in inventories of Finished Goods, WIP and Traded Goods	23B	(254.38)	(337.15)	31.08	236.61
Employee Benefits Expense	24	121.60	299.50	280.93	257.00
Finance Costs	25	131.99	324.86	298.52	234.97
Depreciation and amortisation Expense	13	208.53	493.36	479.62	393.49
Other Expenses	26	287.93	949.84	1,635.58	1,839.95
Total Expenses		19,187.06	75,836.58	66,565.59	77,256.05
PROFIT BEFORE EXCEPTIONAL & EXTRAORDINARY ITEMS & TAX		388.09	471.84	735.69	684.42
Extraordinary Item		-	-	-	-
PROFIT BEFORE TAX		388.09	471.84	735.69	684.42
Tax Expense					
Current tax		83.98	61.18	99.57	-
MAT Credit		-	-	-	-
Deferred tax (credit)/charge	8	15.33	59.90	87.35	164.96
Excess/Short Provision of Tax of Earlier Years			0.34	-	-
Total Tax Expenses		99.31	121.42	186.92	164.96
Profit for the period / year		288.78	350.42	548.77	519.45
Earnings per equity share of Rs. 10/- each (in Rs.)					
a) Basic/Diluted EPS	27	2.63	3.19	5.00	4.73



Annexure 3: Restated Summary Statement of Cash Flows

(Rs. in Lakhs)

Particulars	Year Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
A. Cash flow from operating activities				
Profit before tax, as restated	388.09	471.84	735.69	684.42
Adjustments for :				
Provision for Gratuity	3.18	5.29	(2.23)	17.36
Depreciation and amortisation expense	208.53	493.36	479.62	393.49
Finance costs	131.99	324.86	298.52	234.97
Preference Share Dividend	-	(0.69)	(0.69)	(0.61)
Operating profit before working capital changes	731.78	1,294.66	1,510.91	1,329.62
Changes in working capital:				
(Increase) / decrease Inventories	(265.66)	(578.79)	222.77	64.72
(Increase) / decrease in Trade Receivables	(206.18)	(275.99)	806.18	(116.78)
(Increase) / decrease in Other Non Current Assets	(0.94)	(1.72)	107.89	(147.06)
(Increase) / decrease in Other Current Assets	98.48	220.04	(164.68)	(273.64)
(Increase) / decrease in Short term Loans and Advances	(10.82)	1,436.62	(1,363.05)	186.42
Increase / (decrease) in Trade Payables	235.37	(923.86)	(997.53)	1,325.83
Increase / (decrease) in Other Current Liabilities	16.45	(452.70)	141.99	363.12
Increase / (decrease) in Short Term Provision	96.83	(49.25)	73.00	63.62
Cash generated from / (utilised in) operations	695.31	669.00	337.48	2,795.86
Less : Income tax paid	(83.98)	(61.52)	(99.57)	-
Net cash flow generated from/ (utilised in) operating activities (A)	611.33	607.48	237.91	2,795.86
B. Cash flow from investing activities				
(Increase) / decrease in Long term Loans and Advances	87.57	(6.58)	451.27	(522.08)
(Increase) / decrease Non - Current Investment		-	-	70.06
Purchase of property, plant and equipment	(13.98)	(90.47)	(472.48)	(3,685.57)
Net cash flow utilised in investing activities (B)	73.59	(97.05)	(21.21)	(4,137.59)
C. Cash flow from financing activities				
Proceeds from issuance of shares		-	-	11.50
Proceeds from Security Premium		-	-	967.15
(Increase)/decrease in other long term liabilities		-	-	-
Net of Repayment/Proceeds from Short Term Borrowings	(208.06)	246.50	250.44	284.21
Net of Repayment/Proceeds from Long Term Borrowings	(310.29)	(494.95)	(937.40)	1,158.17
Interest and Dividend Received	-	-	-	-
Interest/Finance Charges Paid	131.99	324.86	298.52	234.97
Net cash flow generated from/ (utilised in) financing activities (C)	(650.34)	(573.31)	(985.48)	2,186.06
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	34.58	(62.87)	(768.78)	844.33
Cash and cash equivalents at the beginning of the period/ year	15.36	78.24	847.02	2.69
Cash and cash equivalents at the end of the period/ year	49.94	15.36	78.24	847.02



SECTION V – GENERAL INFORMATION

Our Company was originally incorporated as United Techfab Private Limited as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 16, 2012, issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the Company dated July 5, 2024 and consequently, the name of our Company was changed from United Techfab Private Limited to United Techfab Limited and a fresh certificate of incorporation dated August 28, 2024 was issued to our Company by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U17120GJ2012PLC069888. For further details regarding change in registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on Page No. 147 of this Draft Prospectus.

BRIEF INFORMATION ON COMPANY AND ISSUE

Particulars	Details
Name of Issuer	United Techfab Limited
Registered Office	Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425 Telephone No.: +91 9879228031; Web site: www.unitedtechfab.com E-Mail: cs@unitedtechfab.com Contact Person: Mr. Sohikumar Dineshchandra Mehta
Corporate Office	Survey No 238 239 Shahwadi, Opp Aarvee Denim Narol Sarkhej Highway, Shahwadi, Ahmedabad, Ahmadabad City, Gujarat, India, 382405
Date of Incorporation	April 16, 2012
Company Identification Number	U17120GJ2012PLC069888
Company Registration Number	069888
Company Category	Company Limited by Shares
Registrar of Company	ROC- Ahmedabad
Address of the RoC	ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat. Phone: 079-27438531
Company Secretary and Compliance Officer	Mr. Sohikumar Dineshchandra Mehta United Techfab Limited Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425 Telephone No.: +91 9879228031; Web site: www.unitedtechfab.com E-Mail: cs@unitedtechfab.com
CFO	Mr. Satishkumar Badriprasad Malaviya United Techfab Limited Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425 Website: www.unitedtechfab.com E-Mail: account@unitedtechfab.com
Designated Stock Exchange	SME Platform of BSE Limited (“BSE SME”) Address: Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai, Maharashtra - 400001
Issue Programme	Issue Opens On: [●] Issue Closes On: [●]

**Note:**

Investors can contact the Company Secretary and Compliance Officer in case of any pre issue or post issue related problems such as non-receipt of letter of allotment or credit of securities in depository's beneficiary account or dispatch of refund order etc.

All grievances relating to the ASBA process and UPI Process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted or Sponsor Bank, as the case may be. The Applicant should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, UPI ID (in case of RII's if applicable), date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

Further, the Investors shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries/SCSB in addition to the information mentioned hereinabove.

BOARD OF DIRECTORS OF OUR COMPANY

Presently our Board of Directors comprises of following Directors.

Sr. No.	Name	Designation	Address	DIN
1.	Mr. Gagan Nirmalkumar Mittal	Chairman and Executive Director	32, Golden Tulip Bungalow, B/h Shreyas Foundation, Manek Baug, Ahmedabad-380015, Gujarat, India	00593377
2.	Mr. Nirmalkumar Mangalchand Mittal	Managing Director	30, Rivera Green Gokul, Tal.: Sanand, Vill.: Sanand, Ahmedabad-382110, Gujarat, India	01528758
3.	Mr. Ritesh Kamalkishore Hada	Non-Executive Director	38, Golden Tulip Bungalows, Behind Shreyas Foundation, Ambawadi, Ahmedabad-380015, Gujarat, India	01919749
4.	Ms. Sejalben Shantilal Parmar	Independent Director	Vankarvas, Mehmedabad, Kheda-387130, Gujarat, India	07401639
5.	Mr. Safalkumar Hasmukhbhai Patel	Independent Director	325/4, Shreyansh Society, Sector-22, Gandhinagar-382021, Gujarat, India	08107710

For further details pertaining to the education qualification and experience of our directors, please refer the chapter titled "Our Management" beginning on Page no. 151 of this Draft Prospectus.

DETAILS OF KEY MARKET INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
<p>NIRBHAY CAPITAL SERVICES PRIVATE LIMITED SEBI Registration Number: INM000011393 Address: 201, Maruti Crystal, Opp. Rajpath Club, S.G. Highway, Bodakdev, Ahmedabad - 380054, Gujarat, India Tel No: +91 79 48970649; M. No.: +91 9825052071 Email Id: kunjajal@nirbhaycapital.com Investors Grievance Id: ipo@nirbhaycapital.com Website: : www.nirbhaycapital.com Contact Person: Mr. Kunjal Soni CIN: U67120GJ2006PTC047985</p>	<p>KFIN TECHNOLOGIES LIMITED SEBI Registration Number: INR000000221 Address: Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telengana, India Tel. Number: + 91 40-67162222 Email Id: utl.ipo@kfintech.com Investors Grievance Id: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: M Murali Krishna CIN: U72400TG2017PLC117649</p>



STATUTORY & PEER REVIEW AUDITORS OF THE COMPANY	LEGAL ADVISOR TO THE ISSUE
M/s Rajiv Shah & Associates Chartered Accountants Address: 1111-1112, Shivalik Shilp-II, Opp. ITC Narmada Hotel, Mansi Tower Road, Vastrapur, Ahmedabad-380015 Tel. No.: +91 79-2754 2815, 4007 0198 Email Id: rajivshah1965@gmail.com Membership No.: 043261 Firm Registration No: 108454W Peer Review No: 015188 Contact Person: Mr. Rajiv C Shah	M/s Juris Matrix Partners LLP Advocates & Solicitors Address: 302, Apeejay House, 130, Mumbai Samachar Marg, Fort, Mumbai – 400001 Tel No: +02235953230, +91 9820069616 Email: anil@jurismatrix.net Contact Person: Mr. Anil Shah
BANKERS TO THE COMPANY	
Punjab National Bank Address: Mid Corporate Centre, Sakar VII, 1 st Floor, Nehru Bridge Corner, Ashram Road, Ahmedabad Telephone: 079-26576559 E mail: mcc6502@pnb.co.in Website: www.pnbindia.in Contact Person: Dilip Kumar Meena	
BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK	
[●]	

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41> .

BROKERS TO THE ISSUE

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

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=19> for NSDL CDPs and at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=18for> CDSL CDPs, as updated from time to time. 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) and updated from time to time.



STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Nirbhay Capital Services Private Limited is only Lead Manager to the issue, all the responsibility of the issue will be managed by them.

CREDIT RATING

As this is an issue of Equity Shares, there is no credit rating for this Issue.

GREEN SHOE OPTION

No Green Shoe Option is applicable for this Issue.

EXPERT OPINION

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

Our Company has received written consent from the Statutory Auditors dated January 29, 2025 to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft 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 January 22, 2025 on our restated financial information; and (ii) its report dated January 29, 2025 on the statement of special tax benefits in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

IPO GRADING

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

FILING OF DRAFT PROSPECTUS / PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai, Maharashtra – 400001.

A Draft Prospectus will not be filed with SEBI nor SEBI will issue any observation on the draft offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal at <http://www.mca.gov.in/mcafoportal/loginvalidateuser.do>. and will be made available on the website of the Company i.e. www.unitedtechfab.com.

CHANGE IN AUDITORS IN LAST THREE YEARS

There is have been no changes in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Prospectus.

DEBENTURE TRUSTEES

As this is an issue of Equity Shares, the appointment of Debenture Trustees is not required.

APPRAISAL AND MONITORING AGENCY

As per SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 10,000 Lakh. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds.

The object of the issue and deployment of funds are not appraised by any independent agency/bank/financial institution.



UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the total Issue Size Underwritten
[●]	[●]	[●]	100%

**Includes [●] Equity shares of ₹10.00 each for cash of ₹ [●]/- the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

In the opinion of our Board of Directors, based on a certificate given by the Underwriter, the resources of the above-mentioned Underwriter is sufficient to enable it to discharge its underwriting obligation in full.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into a Market Making Agreement dated [●] with the following Market Maker for fulfilling the Market Making obligations under this Issue:

Name, address, telephone number And e-mail address of the Market Maker	Indicative Number of Shares	Amount (₹ in Lakh)	% of the total Issue size
[●]	[●]	[●]	[●]

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE Limited to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Offer.

[●], registered with SME Platform of BSE Limited will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the BSE and SEBI in this regard from time to time.

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

- 1) The Market Maker(s) (individually or jointly) 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 issued by the Market Maker(s).
- 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.



- 4) After a period of 3 (three) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25% of Issue Size (Including the [●] Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above [●] Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
- 5) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 7) On the 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. In case equilibrium price is not discovered the price band in the normal trading session shall be based on Issue price.
- 8) The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 9) 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.
- 10) 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 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 registered office from 11.00 a.m. to 5.00 p.m. on working days.
- 11) Risk containment measures and monitoring for Market Makers: SME Platform of BSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- 12) Punitive Action in case of default by Market Makers: SME Platform of BSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market maker issuing 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.
- 13) The prices quoted by the Market Maker shall be in compliance with the requirements and other particulars as specified by the SME Platform of BSE Limited (BSE SME) and SEBI from time to time.
- 14) The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE Limited i.e. BSE SME from time to time.



- 15) The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME (BSE SME) and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
- 16) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 17) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

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

- 18) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market 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 Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI / BSE from time to time.



SECTION VI - CAPITAL STRUCTURE

The Equity Share Capital of our Company, before the issue and after giving effect to the issue, as on the date of filing of the Draft Prospectus, is set forth below:

(₹ In Lakh except per share amount)

Sr. No.	Particulars	Aggregate Nominal value	Aggregate value at issue price
1.	Authorized Share Capital 1,70,00,000 Equity Shares of face value of ₹ 10/- each	1,700.00	-
2.	Issued, Subscribed and Paid-Up Equity Share Capital before the Issue 1,09,59,750 Equity Shares of face value of ₹ 10/- each	1,095.98	-
3.	Present Issue in terms of the Draft Prospectus⁽¹⁾		
	Issue of up to 47,60,000 Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share	[●]	[●]
	Which comprises of		
	Reservation for Market Maker Portion [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Issue to Public Net Issue to Public of [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share to the Public	[●]	[●]
	Net Issue to Public consists of ⁽²⁾		
	Allocation to Retail Individual Investor: [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation for Investors investing amount up to ₹ 2.00 Lakh	[●]	[●]
	Allocation to Other than Retail Individual Investors: [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●] per Equity Share will be available for allocation for Investors investing amount above ₹ 2.00 Lakh (Non-Retail Portion)		[●]
4.	Issued, Subscribed and Paid up Equity Capital after the Issue⁽³⁾ [●] Equity Shares of ₹ 10/- each		-
5.	Securities Premium Account		
	Before the Issue		755.70
	After the Issue		[●]

⁽¹⁾ The Present Issue of up to 47,60,000 Equity Shares in terms of this Draft Prospectus has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 6, 2025 and by the shareholders of our Company vide a special resolution passed at the Extra Ordinary General Meeting held on January 9, 2025.

⁽²⁾ Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spillover from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Stock Exchange i.e. SME Platform of BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Issue and its allocation various categories, please refer chapter titled "The Issue" on page no. 56 of the Draft Prospectus.

⁽³⁾ Subject to finalization of Basis of Allotment.

CLASSES OF SHARES

The company has only one class of shares i.e. Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Draft Prospectus.



Our Company does not have any partly paid-up equity shares as on the date of this Draft Prospectus.

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

NOTES TO THE CAPITAL STRUCTURE:

1. Changes in the Authorized Share Capital of our Company:

Since Incorporation of our Company, the Authorized Share Capital of our Company has been changed in the manner set forth below:

Sr. No.	Particulars of Increase	Cumulative No. of Equity Shares	Cumulative No. of Preference Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
1.	On incorporation, Authorized Share Capital of our Company was ₹ 100 Lakhs divided into 1000000 Equity Shares of ₹ 10/- each	1000000	-	100.00	N.A.	N.A.
2.	Increase in Authorized Equity Capital from ₹ 100 Lakh divided into 1000000 Equity Shares of ₹ 10/- each to ₹ 400 Lakh divided into 4000000 Equity Shares of ₹ 10/- each	4000000	-	400.00	November 25, 2015	EGM
3.	Reclassification of Authorized Share Capital of ₹ 400 Lakh divided into 4000000 Equity Shares of ₹ 10/- each into ₹ 350 Lakh divided into 3500000 Equity Shares of ₹ 10/- each and ₹ 50 Lakh divided into 500000 6% Compulsory Convertible Non-Cumulative Preference Shares of ₹ 10/- each	3500000	500000	400.00	May 7, 2021	EGM
4.	Increase in Authorized Share Capital from ₹ 400 Lakh divided into 3500000 Equity Shares of ₹ 10/- each and ₹ 50 Lakh divided into 500000 6% Compulsory Convertible Non-Cumulative Preference Shares of ₹ 10/- each to ₹ 1700 Lakh consisting of ₹ 1650 Lakh divided into 16500000 Equity Shares of ₹ 10/- each and ₹ 50 Lakh divided into 500000 6% Compulsory Convertible Non-Cumulative	16500000	500000	1700.00	August 31, 2024	EGM



Sr. No.	Particulars of Increase	Cumulative No. of Equity Shares	Cumulative No. of Preference Shares	Cumulative Authorized Share Capital (₹ in Lakh)	Date of Meeting	Whether AGM/ EGM
	Preference Shares of ₹ 10/- each					
5.	Re-classification of Authorized Share Capital of the Company from ₹ 1700 Lakh divided into 16500000 Equity Shares of ₹10/- each and 500000 6% Compulsory Convertible Non-Cumulative Preference Shares of ₹10 each to ₹ 1700.00 divided into 17000000 Equity Share of ₹10/- each.	17000000	-	1700.00	December 11, 2024	EGM

2. History of Paid-up Share Capital:

Our existing Paid-up Equity Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	No. of Equity Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Equity Shares	Cumulative Paid-up share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
April 16, 2012 (On Incorporation)	Subscription to Memorandum of Association ⁽¹⁾	550000	10.00	10.00	Cash	550000	55.00	0.00
October 1, 2013	Right Issue ⁽²⁾	445000	10.00	20.00	Cash	995000	99.50	44.50
December 29, 2015	Right Issue ⁽³⁾	614500	10.00	55.00	Cash	1609500	160.95	321.03
January 2, 2016	Right Issue ⁽⁴⁾	272900	10.00	55.00	Cash	1882400	188.24	443.83
March 19, 2016	Right Issue ⁽⁵⁾	258100	10.00	55.00	Cash	2140500	214.05	559.98
April 25, 2016	Right Issue ⁽⁶⁾	89545	10.00	55.00	Cash	2230045	223.00	600.27
April 27, 2016	Right Issue ⁽⁷⁾	90455	10.00	55.00	Cash	2320500	232.05	640.98
November 26, 2024	Conversion of Preference Shares ⁽⁸⁾	115000	10.00	0.00	Other than Cash	2435500	243.55	640.98
December 12, 2024	Bonus Issue ⁽⁹⁾	8524250	10.00	0.00	Other than Cash	10959750	1095.98	640.98



(1) The details of allotment of 550000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Association, are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Gagan Nirmal Mittal	100000	10.00	10.00
2.	Ritesh Kamalkishore Hada	100000	10.00	10.00
3.	Nirmalkumar Mittal	100000	10.00	10.00
4.	Kamal Kishore Hada	100000	10.00	10.00
5.	United Polyfab Private Limited	150000	10.00	10.00
Total		550000	-	-

(2) The details of allotment of 445000 Equity Shares made on October 1, 2013 under Right Issue at an issue price of ₹ 20/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Twister Vincom Private Limited	115000	10.00	20.00
2.	Crystal Dealmark Private Limited	100000	10.00	20.00
3.	Mangalam Dealmark Pvt Ltd	50000	10.00	20.00
4.	Lawa Marketing Pvt Ltd	50000	10.00	20.00
5.	Leisure Vincom Pvt Ltd	65000	10.00	20.00
6.	Grade Vintrade Private Limited	65000	10.00	20.00
Total		445000	-	-

(3) The details of allotment of 614500 Equity Shares made on December 29, 2015 under Right Issue at an issue price of ₹ 55/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Orange Business Process Management Private Limited	54500	10.00	55.00
2.	IZ Broking Services Private Limited	48100	10.00	55.00
3.	Saraswati Farm Private Limited	48100	10.00	55.00
4.	Gagan N. Mittal HUF	45500	10.00	55.00
5.	Gagan N. Mittal	45500	10.00	55.00
6.	Shilpa G. Mittal	45500	10.00	55.00
7.	DA Procon Private Limited	45400	10.00	55.00
8.	AAI Farms Private Limited	54500	10.00	55.00
9.	Dhanshree Barter Private Limited	91000	10.00	55.00
10.	Nirmal M. Mittal	45500	10.00	55.00
11.	Urmila N. Mittal	45500	10.00	55.00
12.	Petrel Trades Private Limited	45400	10.00	55.00
Total		614500	-	-

(4) The details of allotment of 272900 Equity Shares made on January 2, 2016 under Right Issue at an issue price of ₹ 55/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Sabarmati Farm Private Limited*	45400	10.00	55.00
2.	Kamal Kishor Hada	91000	10.00	55.00
3.	Ritesh Kamalkishore Hada	91000	10.00	55.00
4.	Nirmal M. Mittal HUF	45500	10.00	55.00
Total		272900	-	-



*In the return of allotment filed with RoC, it was inadvertently reported as Saraswati Farm Private Limited.

(5) The details of allotment of 258100 Equity Shares made on March 19, 2016 under Right Issue at an issue price of ₹ 55/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Hannah Enterprise Private Limited	87200	10.00	55.00
2.	SHK Corporation Private Limited	90000	10.00	55.00
3.	Vansh Glass Industries Private Limited	58200	10.00	55.00
4.	Boaston Tradelink Private Limited	22700	10.00	55.00
Total		258100	-	-

(6) The details of allotment of 89545 Equity Shares made on April 25, 2016 under Right Issue at an issue price of ₹ 55/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Anubhav Infrastructure Limited	45000	10.00	55.00
2.	Sundaram Consultant Pvt. Ltd.	44545	10.00	55.00
Total		89545	-	-

(7) The details of allotment of 90455 Equity Shares made on April 27, 2016 under Right Issue at an issue price of ₹ 55/- per equity share are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Sesun Marketing Pvt. Ltd.	45000	10.00	55.00
2.	Sundaram Consultant Pvt. Ltd.	45455	10.00	55.00
Total		90455	-	-

(8) The details of allotment of 115000 Equity Shares made on November 26, 2024 through conversion of 115000 6% Compulsory Convertible Non-Cumulative Preference Shares into Equity Shares of the Company as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Shivkarma Clothes Private Limited	115000	10.00	-
Total		115000	-	-

(9) The details of allotment of 8524250 Equity Shares made on December 12, 2024 in the ratio of 35:10 i.e. thirty five bonus equity share for every ten equity shares under Bonus Issue are as follows:

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1.	Ritesh Hada	1685950	10.00	Nil
2.	Kamal Kishor Hada	1625750	10.00	Nil
3.	Gagan Mittal	1565550	10.00	Nil
4.	United Polyfab Pvt. Ltd.	525000	10.00	Nil
5.	Nirmal Kumar Mittal	509250	10.00	Nil
6.	Kamal Kishor Hada HUF	402500	10.00	Nil
7.	Gagan Mittal HUF	386750	10.00	Nil
8.	Shilpa G. Mittal	386750	10.00	Nil
9.	Urmila N. Mittal	350000	10.00	Nil
10.	Ritesh Hada HUF	350000	10.00	Nil
11.	Nirmal Mittal HUF	334250	10.00	Nil
12.	Shivkarma Clothes Private Limited	402500	10.00	Nil
Total		8524250	-	-



Our Paid-up Preference Share Capital has been subscribed and allotted in the manner set forth below:

Date of allotment	Nature of allotment	No. of Preference Shares allotted	Face value (In ₹)	Issue price (In ₹)	Nature of consideration	Cumulative Number of Preference Shares	Cumulative Paid-up Preference share Capital (₹ in Lakh)	Cumulative Share Premium (In ₹ Lakhs)
May 15, 2021	6% Compulsory Convertible Non-Cumulative Preference Shares	115000	10.00	851.00	Cash	115000	11.50	967.15
November 26, 2024	Converted into Equity Shares	(115000)	10	-	-	0.00	0.00	967.15

As on the date of this Draft Prospectus, there are no outstanding convertible preference shares.

3. Our Company has not issued shares for consideration other than cash at any point of time since Incorporation except for conversion of 6% Compulsory Convertible Non-Cumulative Preference Shares into equity shares on November 26, 2024 and allotment of Bonus Equity Shares on December 12, 2024, details of which are provided in point 2⁽⁸⁾ and 2⁽⁹⁾, respectively, of this chapter. Further, Our Company has not issued shares out of revaluation of reserves at any point of time since Incorporation.
4. Our Company has not allotted any Equity Shares pursuant to any scheme approved under sections 391-394 of the Companies Act, 1956 and/or sections 230-234 of the Companies Act, 2013.
5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. Our Company has not made allotment at price lower than the Issue Price during past one year from the date of the Draft Prospectus except as mentioned in point 2⁽⁸⁾ and 2⁽⁹⁾ of this chapter.
7. 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 and Sweat Equity) Regulations, 2021.
8. As on the date of this Draft Prospectus, our Company does not have any outstanding preference shares.

9. Our Shareholding Pattern:

The table below represents the current shareholding pattern of our Company before the Issue as per Regulation 31 of the SEBI (LODR) Regulations, 2015 as on the date of this Draft Prospectus:



Sr No	Particulars	Yes/No	Promoter And Promoter Group	Public Shareholder	Non-Promoter – Non Public
1	Whether the Company has issued any partly paid- up shares ?	No	No	No	No
2	Whether the Company has issued any Convertible Securities ?	No	No	No	No
3	Whether the Company has issued any Warrants ?	No	No	No	No
4	Whether the Company has any shares against which depository receipts are issued ?	No	No	No	No
5	Whether the Company has any shares in locked- in ?*	No	No	No	No
6	Whether any shares held by promoters are pledge or otherwise encumbered ?	No	No	No	No
7	Whether company has equity shares with differential voting rights ?	No	No	No	No

*All Pre-IPO Equity Shares of our Company will be locked-in prior to listing of shares on SME Platform of BSE.

**(A). Table I - Summary Statement holding of Equity Shares**

Sr. No. (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No of shares Underlying Outstanding convertible securities (Including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form
								No of Voting (XIV) 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 (eg: X)	Class (eg: Y)	Total								
(A)	Promoter & Promoter Group	11	10442250	0	0	10442250	95.28	10442250	0	10442250	95.28	0	95.28	0	0	0	0	10442250
(B)	Public	1	517500	0	0	517500	4.72	517500	0	517500	4.72	0	4.72	0	0	0	0	517500
(C)	Non-Promoter-Non Public																	
(C1)	Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	12	10959750	0	0	10959750	100.00	10959750	0	10959750	100.00	0	100.00	0	0	0	0	10959750
Note:																		
1.	C=C1+C2																	
2.	Grand Total=A+B+C																	

Notes-

- As on date of this Draft Prospectus 1 Equity share holds 1 vote.
- We have only one class of Equity Shares of face value of ₹ 10/- each.
- We have entered into tripartite agreement dated October 9, 2024 with NSDL and CDSL..
- Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the website of the Stock Exchange before commencement of trading of such Equity Shares.


10. The shareholding pattern of our Promoters and Promoters' Group and Public before and after the Issue:

Sr. No.	Name of shareholders	Pre issue		Post issue	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital ⁽¹⁾
Promoters					
1.	Gagan Nirmalkumar Mittal	2012850	18.37	2012850	[●]
2.	Nirmalkumar Mangalchand Mittal	654750	5.97	654750	[●]
3.	Ritesh Kamalkishore Hada	2167650	19.78	2167650	[●]
4.	Kamalkishore Hada	2090250	19.07	2090250	[●]
5.	United Polyfab Private Limited	675000	6.16	675000	[●]
Total - A		7600500	69.35	7600500	[●]
Promoters' Group					
6.	Kamal Kishor Hada HUF	517500	4.72	517500	[●]
7.	Gagan Mittal HUF	497250	4.54	497250	[●]
8.	Shilpa G. Mittal	497250	4.54	497250	[●]
9.	Urmila N. Mittal	450000	4.11	450000	[●]
10.	Ritesh Hada HUF	450000	4.11	450000	[●]
11.	Nirmal Mittal HUF	429750	3.92	429750	[●]
Total-B		2841750	25.93	2841750	[●]
Public					
12.	Shivkarma Clothes Private Limited	517500	4.72	517500	[●]
13.	Others-Public	-	-	[●] ⁽²⁾	[●]
Total-C		517500	4.72		[●]
Total Promoters and Promoters' Group and Public (A+B+C)		10959750	100.00		100.00

¹⁾ Rounded off

²⁾ To be updated at the time of filing of the Prospectus.

11. Details of Major Shareholders:
(A) List of Shareholders holding 1.00% or more of the Paid-up Equity Share Capital of the Company as on date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held*	% of Pre-issue paid up Capital**#
1.	Gagan Nirmalkumar Mittal	2012850	18.37
2.	Nirmalkumar Mangalchand Mittal	654750	5.97
3.	Ritesh Kamalkishore Hada	2167650	19.78
4.	Kamalkishore Hada	2090250	19.07
5.	United Polyfab Private Limited	675000	6.16
6.	Kamal Kishor Hada HUF	517500	4.72
7.	Gagan Mittal HUF	497250	4.54
8.	Shilpa G. Mittal	497250	4.54
9.	Urmila N. Mittal	450000	4.11
10.	Ritesh Hada HUF	450000	4.11
11.	Nirmal Mittal HUF	429750	3.92
12.	Shivkarma Clothes Private Limited	517500	4.72
Total		10959750	100.00

* There are no outstanding convertible instruments as on date of the Draft Prospectus.

** Rounded off



(B) List of Shareholders holding 1% or more of the Paid-up Equity Share Capital of the Company as on date ten days prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-issue paid up Capital*
1.	Gagan Nirmalkumar Mittal	2012850	18.37
2.	Nirmalkumar Mangalchand Mittal	654750	5.97
3.	Ritesh Kamalkishore Hada	2167650	19.78
4.	Kamalkishore Hada	2090250	19.07
5.	United Polyfab Private Limited	675000	6.16
6.	Kamal Kishor Hada HUF	517500	4.72
7.	Gagan Mittal HUF	497250	4.54
8.	Shilpa G. Mittal	497250	4.54
9.	Urmila N. Mittal	450000	4.11
10.	Ritesh Hada HUF	450000	4.11
11.	Nirmal Mittal HUF	429750	3.92
12.	Shivkarma Clothes Private Limited	517500	4.72
Total		10959750	100.00

* Rounded off

(C) List of Shareholders holding 1.00% or more of the Paid-up Equity Share Capital of the Company as on One year prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-issue paid up Capital*
1.	Gagan Nirmalkumar Mittal	145500	6.27%
2.	Nirmalkumar Mangalchand Mittal	145500	6.27%
3.	Ritesh Kamalkishore Hada	481700	20.76%
4.	Kamalkishore Hada	464500	20.02%
5.	United Polyfab Private Limited	150000	6.46%
6.	Kamal Kishor Hada HUF	115000	4.96%
7.	Gagan Mittal HUF	110500	4.76%
8.	Shilpa G. Mittal	110500	4.76%
9.	Urmila N. Mittal	100000	4.31%
10.	Ritesh Hada HUF	100000	4.31%
11.	Nirmal Mittal HUF	95500	4.12%
12.	Ram Shiromani Pal	112700	4.86%
13.	Pranav H Padshah	98100	4.23%
14.	Amay Spincot Pvt. Ltd.	91000	3.92%
Total		2320500	100.00%

* Rounded off

(D) List of Shareholders holding 1.00% or more of the Paid-up Equity Share Capital of the Company as on Two years prior to the date of the Draft Prospectus:

Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-issue paid up Capital*
1.	Gagan Nirmalkumar Mittal	145500	6.27%
2.	Nirmalkumar Mangalchand Mittal	145500	6.27%
3.	Ritesh Kamalkishore Hada	481700	20.76%
4.	Kamalkishore Hada	464500	20.02%
5.	United Polyfab Private Limited	150000	6.46%
6.	Kamal Kishor Hada HUF	115000	4.96%
7.	Gagan Mittal HUF	110500	4.76%



Sr. No.	Name of shareholders	No. of Equity Shares held	% of Pre-issue paid up Capital*
8.	Shilpa G. Mittal	110500	4.76%
9.	Urmila N. Mittal	100000	4.31%
10.	Ritesh Hada HUF	100000	4.31%
11.	Nirmal Mittal HUF	95500	4.12%
12.	Ram Shiromani Pal	112700	4.86%
13.	Pranav H Padshah	98100	4.23%
14.	Amay Spincot Pvt. Ltd.	91000	3.92%
Total		2320500	100.00%

*Rounded off

12. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and right issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Draft Prospectus.

As on the date of filing the Draft Prospectus, our Company does not have any such plan for altering the capital structure by way of split or consolidation of the denomination of the shares, or issue of specified securities on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement. Further, our Company may alter its capital structure by way of split / consolidation of the denomination of Equity Shares or issue of equity shares on a preferential basis or issue of bonus or rights or further public issue of equity shares or qualified institutions placement, within a period of six months from the date of opening of the present issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or for any other purpose, as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

13. Shareholding of the Promoters of our Company:

As on the date of the Draft Prospectus, our Promoters – Mr. Gagan Nirmalkumar Mittal, Mr. Nirmalkumar Mangalchand Mittal, Mr. Ritesh Kamalkishore Hada, Mr. Kamalkishore Hada and United Polyfab Private Limited holds total 7600500 Equity Shares representing 69.35% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company are as follows:

Gagan Nirmalkumar Mittal								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre Issue Capital	% of post issue Capital
April 16, 2012	Subscriber to MOA	100000	100000	10	10	1000000	0.91	[•]
December 29, 2015	Right Issue Allotment	45500	145500	10	55	2502500	0.42	[•]
June 30, 2024	Share Transfer	301800	447300	10	85	25653000	2.75	[•]
December 12, 2024	Bonus Issue Allotment	1565550	2012850	10	-	Not Applicable	14.28	[•]
Total		2012850				29155500	18.37	[•]



Nirmalkumar Mangalchand Mittal								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
April 16, 2012	Subscriber to MOA	100000	100000	10	10	1000000	0.91	[•]
December 29, 2015	Right Issue Allotment	45500	145500	10	55	2502500	0.42	[•]
December 12, 2024	Bonus Issue Allotment	509250	654750	10	0	Not Applicable	4.65	[•]
Total		654750				3502500	5.97	[•]

Ritesh Kamalkishore Hada								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
April 16, 2012	Subscriber to MOA	100000	100000	10	10	1000000	0.91	[•]
January 2, 2016	Right Issue Allotment	91000	191000	10	55	5005000	0.83	[•]
February 2, 2021	Share Transfer	190800	381800	10	10	1908000	1.74	[•]
March 31, 2021	Share Transfer	99900	481700	10	10	999000	0.91	[•]
December 12, 2024	Bonus Issue Allotment	1685950	2167650	10	0	Not Applicable	15.38	[•]
Total		2167650				8912000	19.78	[•]

Kamalkishore Hada								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
April 16, 2012	Subscriber to MOA	100000	100000	10	10	1000000	0.91	[•]
January 2, 2016	Right Issue Allotment	91000	191000	10	55	5005000	0.83	[•]
March 31, 2021	Share Transfer	273500	464500	10	10	2735000	2.50	[•]



Kamalkishore Hada								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
December 12, 2024	Bonus Issue Allotment	1625750	2090250	10	0	Not Applicable	14.83	[•]
Total		2090250				8740000	19.07	[•]

United Polyfab Private Limited								
Date of Allotment / Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid/Received (in ₹)	% of Pre-Issue Capital	% of Post - Issue Capital
April 16, 2012	Subscriber to MOA	150000	150000	10	10	1500000	1.37	[•]
December 12, 2024	Bonus Issue Allotment	525000	675000	10	0	Not Applicable	4.79	[•]
Total		675000				1500000	6.16	

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

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹)*#
1.	Gagan Nirmalkumar Mittal	2012850	14.48
2.	Nirmalkumar Mangalchand Mittal	654750	5.35
3.	Ritesh Kamalkishore Hada	2167650	4.11
4.	Kamalkishore Hada	2090250	4.18
5.	United Polyfab Private Limited	675000	2.22

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

Rounded Off

15. Our Company has 12 (Twelve) shareholders as on the date of filing of this Draft Prospectus.

16. As on the date of the Draft Prospectus, our Promoters and Promoters' Group hold total 10442250 Equity Shares representing 95.28% of the pre-issue paid up share capital of our Company.

17. Except as mentioned in Note No. 2⁽⁹⁾ in "History of Paid-up Share Capital", there were no shares purchased/sold by the Promoter(s) and Promoter Group, directors of our Company and their relatives during last six months from the date of filing of this Draft Prospectus.

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



19. 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% of the post- Offer Capital shall be considered as Promoter's Contribution.

Our Promoters have given written consent to include [●] Equity Shares subscribed and held by them as a part of Minimum Promoters' Contribution constituting [●]% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoters' contribution") in terms of Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution, and to be marked Minimum Promoters' Contribution as locked-in.- **Noted for compliance.**

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 utilized as stated in the offer document, is expected to commence.

We further confirm that Minimum Promoters' Contribution of [●]% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoters' Contribution has been brought into to the extent of not less than the [●]% of the Post Issue Capital and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

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

The details of Minimum Promoters' Contribution are as follows:

Gagan Nirmalkumar Mittal									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
[●]									
Total			[●]				[●]	[●]	



Nirmalkumar Mangalchand Mittal									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
[●]									
Total			[●]				[●]	[●]	

Ritesh Kamalkishore Hada									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
[●]									
Total			[●]				[●]	[●]	

Kamalkishore Hada									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
[●]									
Total			[●]				[●]	[●]	



United Polyfab Private Limited									
Date of Allotment / Transfer	Date when Fully Paid-up	Nature of Issue/ Allotment / Transfer	Number of Equity shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Source of Contribution	% of Pre issue Capital	% of post issue Capital	Date up to which Equity Shares are subject to Lock-in
[●]									
Total			[●]				[●]	[●]	

All the Equity Shares held by the Promoters / members of the Promoters' Group are in already dematerialized as on date of this Draft Prospectus. – **Noted for Compliance**

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of 20.00% of the Post Issue Capital of our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
 - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
 - resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- The Equity Shares held by the Promoters and offered for Minimum Promoters' contribution which are subject to any pledge with any creditor;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;
- As per Regulation 237 (1) if the Shares are issued to the promoters during the preceding One Year at a price less than the Price at which specified securities are being offer to the public in initial public offer is ineligible for minimum promoters' contribution.
- However as per clause (c) of sub regulation (1) of Regulation 237 of SEBI (ICDR), 2018 specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: - **Not Applicable**
Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible; **Not Applicable**

20. Lock in of Equity Shares held by Promoters in excess of Minimum Promoters' contribution:

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

**21. Lock in of Equity Shares held by Persons other than the Promoters:**

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

22. Inscription or recording of non-transferability:

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. – **Not Applicable as all existing Equity Shares are held in dematerialized form.**

23. Pledge of Locked in Equity Shares:

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

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

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

24. 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.

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

26. The post-issue paid up Equity Share Capital of our Company shall not exceed the authorised Equity Share Capital of our Company.

27. There have been no financing arrangements whereby our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of this Draft Prospectus.

28. As on date of the Draft Prospectus, there are no Partly Paid-up Shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.



29. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.
30. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
31. There are no safety net arrangements for this public issue.
32. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
33. As per RBI regulations, OCBs are not allowed to participate in this offer.
34. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we may consider raising bridge financing facilities, pending receipt of the Net Proceeds.
35. There are no Equity Shares against which depository receipts have been issued.
36. As on date of the Draft Prospectus, other than the Equity Shares, there is no other class of securities issued by our Company.
37. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
38. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
39. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
 - (a). Minimum fifty per cent. to retail individual investors; and
 - (b). remaining to:
 - i) individual applicants other than retail individual investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

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

Explanation: If the retail individual investor category is entitled to more than fifty per cent. of the Net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.
40. No incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise shall be offered by any person connected with the distribution of the issue to any person for making an application in the Initial Public Offer, except for fees or commission for services rendered in relation to the issue.
41. Our Promoters and the members of our Promoters' Group will not participate in this offer.
42. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
43. Except as stated below, none of our other Directors or Key Managerial Personnel holds Equity Shares in our Company.



Sr. No.	Name	Designation	No. of Equity Shares held	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mr. Gagan Nirmalkumar Mittal	Chairman and Executive Director	2012850	18.37	[●]
2.	Mr. Nirmalkumar Mangalchand Mittal	Managing Director	654750	5.97	[●]
3.	Mr. Ritesh Kamalkishore Hada	Non-Executive Director	2167650	19.78	[●]
4.	Ms. Sejalben Shantilal Parmar	Independent Director	Nil	Nil	[●]
5.	Mr. Safalkumar Hasmukhbhai Patel	Independent Director	Nil	Nil	[●]
6.	Mr. Satishkumar Badriprasad Malaviya	Chief Financial Officer	Nil	Nil	[●]
7.	Mr. Sohitekumar Dineshchandra Mehta	Company Secretary and Compliance Officer	Nil	Nil	[●]

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SECTION VII – PARTICULARS OF THE ISSUE

OBJECT OF THE ISSUE

The Issue constitutes of the Fresh Issue of up to 47,60,000* Equity Shares of our Company having face value of ₹10 each at an Issue Price of ₹[●]/- per Equity Share, aggregating to ₹[●] lakhs.

**Subject to finalisation of Basis of Allotment*

FRESH ISSUE

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

1. Prepayment or repayment of all or a portion of certain outstanding secured borrowings availed by our Company
2. General Corporate Purposes
3. To meet Public Issue Expenses

(Collectively referred as the “Objects of the Issue”)

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

The main objects clause of our Memorandum of Association of our Company enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

REQUIREMENTS OF FUNDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be ₹ [●] Lakhs (the “**Net Issue Proceeds**”).

The following table summarizes the requirement of funds:

Particulars	Amount (₹ in) Lakhs
Gross Issue Proceeds	[●]*
Less: Public Issue Related Expenses	[●]
Net Issue Proceeds	[●]*

**Subject to finalization of Basis of Allotment.*

UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

Sr. No.	Particulars	Amount (₹ in) Lakhs	% of Net Issue Proceeds
1.	Prepayment or repayment of all or a portion of certain outstanding secured borrowings availed by our Company	3,100.00	[●]
2.	General Corporate Purposes	[●]	[●]
	Net Issue Proceeds	[●]	[●]



PROPOSED SCHEDULE OF DEPLOYMENT OF NET PROCEEDS AND IMPLEMENTATION

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

Sr. No.	Particulars	Total Estimated amount/ expenditure (A)	Amount already deployed as on February 27, 2025(B)	Estimated Amount to be funded from Net proceeds in F.Y. 2025-26 (C=A-B)
1.	Prepayment or repayment of all or a portion of certain outstanding secured borrowings availed by our Company	3,100.00	-	3,100.00
2.	General Corporate Purpose*#	[●]	-	[●]
Total		[●]	[●]	[●]

**To be finalised upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.*

#The amount to be utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds or Rs. 10 Crores, whichever is lower.

We propose to deploy the entire Net Proceeds towards the Objects of the Issue by the end of the Financial Year 2026 and in the manner as specified in the table above. However, if the Net Proceeds are not completely utilized for the Objects of the Issue stated above, per the estimated scheduled of deployment specified above i.e. by the end of Financial Year 2026, such amounts will be utilised (in part or full) in the next financial year or subsequent periods towards the aforementioned Objects of the Issue, as determined by us, in accordance with applicable law.

The deployment of funds indicated above is based on management estimates, current circumstances of our business, prevailing market conditions, which are subject to change, and other commercial and technical factors. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For further details of factors that may affect these estimates, see “Risk Factors” beginning on page 25 of this Draft Prospectus.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business strategy and external factors such as market conditions, competitive environment and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management, subject to compliance with the applicable laws. Subject to applicable laws, in the event of any increase in the actual utilisation of funds earmarked for the purposes set forth above, such additional funds for a particular activity may be financed by surplus funds including from internal accruals and any additional equity and/or debt



arrangements from existing and future lenders, subject to compliance with applicable law. Subject to applicable law, if the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the Gross Proceeds of the Issue or ₹10 Crores whichever is lower in accordance with Regulation of the SEBI (ICDR).

MEANS OF FINANCE

The fund requirements for all the Objects of the Issue are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Issue or through existing identifiable internal accruals.

The fund requirement and deployment is based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in the light of changes in Internal / external circumstances or costs or other financial conditions and other factors. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

We further confirm that no part proceed of the Issue shall be utilized for repayment of any Part of unsecured loan outstanding as on date of Draft Prospectus. As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned funding requirements, including the utilisation for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the Section titled "**Risk Factors**" beginning on page no. 25 of this Draft Prospectus.

DETAILS OF USE OF ISSUE PROCEEDS

1. Prepayment or repayment of all or a portion of certain outstanding secured borrowings availed by our Company:

Our Board in its meeting dated January 24, 2025 took note that an amount of ₹ 3100.00 Lakhs is proposed to be utilised for repayment/ prepayment in full / part of certain borrowings availed by our Company from the Net Proceeds of the Issue.

Our Company has entered into various financial arrangements with banks, financial institutions and other entities. The loan facilities entered into by our Company include borrowing in the form of, *inter alia*, term loans and working capital facilities. For further details, see "**Restated Financial Information**" beginning on page 184. As on August 31, 2024, our aggregate outstanding borrowings (including current maturities) is ₹3,482.08 Lakh. The following table provides the details of outstanding borrowings availed of by our Company which are proposed to be repaid or prepaid, in full or in part, from the Net Proceeds:

(Rs. in lakhs)

Long Term Borrowings (Secured)									
S.No.	Lender	Sanction Date	Nature of Facility	Sanction Limit	O/S as on August 31, 2024	Rate of Interest /Margin	Repayment Term	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	State Bank of India	June 3, 2021	Term Loan	2700.00	2420.03	9.70% p.a.	Repayable in 90 Monthly Installments	Hypothecation of plant & machinery purchased out of bank finance.	(1) Non-agricultural land bearing Survey No. 238 and 239, admeasuring 7736 Sq.
2	State Bank of India	February 08, 2023	Term Loan - Solar	400.00	342.11	10.34 % p.a.	Repayable in 84 Monthly Installments	Hypothecation of solar machinery purchased out of bank finance.	(2) All that immovable property bearing Flat L-201 on 2nd Floor of Tower L, Phase-I admeasuring about 1210 Sq. Ft.
3	Punjab National Bank	November 1, 2023	Cash Credit	200.00	-	10.90 %	Repayable on demand		(1) Land - Block No.416, Mouje Village : Miroli, Taluka : Dascroi, Ahmedabad - 382425
4	Punjab National Bank	November 27, 2015	Term Loan	2,535.00	416.41	10.90 %	Repayable in 84 Monthly Installments	First charge on block assets of the company created out of bank finance in shape of term loan of rs 25.35 cr	(2) Residential Plot No. 135, Nirwana Greens, Sanand, Ahmedabad - 382110 (3) Residential Plot No. 136, Nirwana Greens, Sanand, Ahmedabad - 382110 (4) Pledge



									of FDR of Rs. 0.42 Crore plus accrued interest thereon stands released with condition to deposit in the Term Loan A/C over and above the regular repayment.
5	HDFC Bank	July 01, 2024	Vehicle Loan (Eicher)	17.80	17.56	9.01% p.a.	Repayable in 60 Monthly Installments	Hypothecation of Vehicle.	-
	Total			5,852.80	3,196.12				

In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purpose availed, our Company has obtained the requisite certificate dated January 29, 2025 for the loans to be repaid by our Company.

We propose to utilize an estimated amount of up to ₹3,100.00 Lacs from the Net Proceeds towards part or full repayment/ prepayment secured borrowings availed by our Company (“**Identified Loans**”). The repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining a favorable debt-equity ratio and enable utilization of some additional amount from our internal accruals for further investment in business growth and expansion. In addition, we believe that since our debt-equity ratio will improve significantly, it will enable us to raise further resources at competitive rates and additional funds/ capital in the future to fund potential business development opportunities and plans to grow and expand our business in the future. Our Company may choose to repay/ prepay borrowings availed by our Company, which may include additional borrowings availed after the filing of this Draft Prospectus. Given the nature of Identified Loans and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to time. However, the aggregate amount to be utilized from the Net Proceeds towards repayment/ prepayment of the Identified Loans, in part or in full, would not exceed ₹3,100.00 Lakhs.

The selection of borrowings proposed to be prepaid, repaid in full or part out of the borrowings provided above shall be based on various factors including (i) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) provisions of any law, rules, regulations governing such borrowings, and (iv) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan. Prepayment penalty or premium, if any, and other related costs shall be made by us out of the Net Proceeds of the Issue.

In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case the Identified Loans (excluding interest thereon) is repaid/prepaid or



refinanced prior to the completion of the issue, we may utilize Net Proceeds of the Issue towards repayment / prepayment of such additional and/ or re-financed indebtedness availed by us.

2. General Corporate Purpose:

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy ₹ [●] Lakh towards the general corporate purposes to drive our business growth. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purpose subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- 1) funding growth opportunities;
- 2) servicing our repayment obligations (principal and interest) under our existing & future financing arrangements;
- 3) capital expenditure, including towards expansion/development/refurbishment/renovation of our assets;
- 4) working capital;
- 5) meeting expenses incurred by our Company in the ordinary course of business or other uses or contingencies; and/or
- 6) strategic initiatives and
- 7) On-going 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 Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Prospectus, shall not exceed 15% of the Gross Proceeds of the Issue or ₹10 Crores whichever is lower.

3. Issue Related Expenses

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

Expenses	Expenses (Rs. In Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Fees payable to the BRLM and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Fees Payable to other intermediaries such as Legal Advisors, Registrars to the Issue, Market Makers etc. and other out of pocket expenses	[●]	[●]	[●]
Fees Payable for Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges and other Intermediaries	[●]	[●]	[●]
Printing & Stationery, Distribution, Postage, etc.			



Expenses	Expenses (Rs. In Lakh)	Expenses (% of Total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Others (Fees payable to auditors, consultants and other professionals, stamp duty, brokerages, out of pocket and other miscellaneous expenses)	[●]	[●]	[●]
Total Estimated Issue Expenses	[●]	100.00	[●]

Notes:

1. Based on certificate duly certified by our Statutory Auditors, our company has incurred issue expenses of ₹ 13.15 Lakhs up to February 27, 2025.
2. Our company will reimburse/recouped such advances out of the Net Proceeds.
3. Any expenses incurred towards aforesaid issue related expenses during the period from February 28, 2025 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.
4. Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:

Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).
5. The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.
6. Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.
7. SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.
8. Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.
9. Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ [●]- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ [●]- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.



APPRAISAL REPORT

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

BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance the existing ongoing project facility requirements until the completion of the Issue. Any amount that is drawn down from the overdraft arrangement / cash credit facility during this period to finance our existing/ongoing projects will be repaid from the Net Proceeds of the Issue.

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilization of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

MONITORING UTILIZATION OF FUNDS

There is no requirement for the appointment of a monitoring agency, as the Issue size is less than ₹ 10,000 Lakhs. Our Audit Committee/Board will monitor the utilization of the proceeds of the Issue and will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant Fiscal subsequent to receipt of listing and trading approvals from the Stock Exchanges.

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 Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

None of our Promoters, Directors, KMPs, Group Companies, members of the Promoter Group or Promoter Group Entities will receive any portion of the Issue Proceeds and there are no material existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, KMPs, members of the Promoter Group or Group Companies.



BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10/- and Issue Price is ₹ [•]/- per Equity Shares and is [•] times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information” and the chapter titled “Our Business” beginning on page no. 25, 184 and 123 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

Our competitive edge in the industry is driven by several key strengths:

- Extensive experience of Promoters in Textile industry i.e. for more than 20 years.
- Capability to manufacture diverse range of fabrics
- Stringent Quality Control Mechanism ensuring standardized product quality
- Synergy of young and experienced management team with a committed employee base
- Easy availability of raw material i.e. yarns in local domestic market

For an in-depth discussion of these qualitative factors and their role in determining our pricing framework, please refer to the section titled "Our Business" starting on page 123 of this Draft Prospectus.

Quantitative Factors

Our Company was incorporated on April 16, 2012. Therefore, the information presented below relating to the Company is based on the restated standalone financial statements of the Company for Financial years ending March 31, 2024, 2023 and 2022 and for the period ending on August 31, 2024 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic and Diluted Earnings Per Share (EPS):

Period	Basic and Diluted EPS (In ₹)	Weights
FY 2021-22	4.73	1
FY 2022-23	5.00	2
FY 2023-24	3.19	3
Weighted Average	4.05	
August 31, 2024*	2.63	

*Not Annualized

Notes:

- (i) The figures disclosed above are based on the restated standalone financial statements of the Company.
- (ii) The above statement should be read with the chapter titled “Restated Financial Information” beginning on page no. 184 of this Draft Prospectus.
- (iii) Basic Earnings per share = Net profit/(loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/period. Basic EPS is adjusted for bonus issue made on December 12,2024.
- (iv) Diluted Earnings per share = Net profit/(loss) after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/period. Diluted EPS is adjusted for bonus issue made on December 12,2024..
- (v) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal/[Total of weights].



2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●]/- per share of ₹ 10/- each

Particulars	P/E at the Issue Price of ₹ [●]/-
Based on the Basic and Diluted EPS as restated for period ending March 31, 2024	[●]
Industry P/E	
Highest	27.15 (R&B Denims Limited)
Lowest	8.15 (Shanti Spintex Limited)
Average	18.15

Note: The highest and lowest industry P/E has been considered from the industry peer structure provided later in this chapter. The industry average has been calculated as the arithmetic average P/E of the industry peer structure disclosed in this chapter. For further details, please refer chapter titled “Restated Financial Information” beginning on page no. 184 of this Draft Prospectus.

3. Average Return on Net Worth (RoNW):

Period	Return on Net Worth (%)	Weights
As on March 31, 2022	18.38	1
As on March 31, 2023	16.27	2
As on March 31, 2024	9.41	3
Weighted Average (%)	13.19	
For Period ended on August 31, 2024* (%)	7.20	

*Not Annualized

Note:

- The figures disclosed above are based on the restated standalone financial statements of the Company.
- The RONW has been computed by dividing net profit/loss after tax (excluding exceptional income, if any) as restated, by Net Worth (excluding revaluation reserve, if any) as at the end of the year/ period excluding miscellaneous expenditure to the extent not written off.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. $[(RoNW \times Weight) \text{ for each fiscal}] / [Total \text{ of weights}]$.

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

Particulars	NAV (in ₹)
As on March 31, 2022	25.78
As on March 31, 2023	30.78
As on March 31, 2024	33.97
As on August 31, 2024	36.61
NAV after the Issue	[●]
Issue Price	[●]

Note:

- The figures disclosed above are based on the restated standalone financial statements of the Company.
- NAV per Equity Share will be calculated as net worth divided by number of equity shares outstanding at the end of the year (adjusted for bonus issue made on December 12, 2024).

5. Comparison of Accounting Ratios with Peer Group Companies:

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company.



Name of the company	Face value	Revenue from Operations (₹ in Lakhs)	EPS (Basic) (₹)	EPS (Diluted) (₹)	P/E*	Return on Net Worth (%)	Net Worth (₹ in Lakhs)	Net Asset Value Per Equity Share (₹)
United Techfab Limited	10	76,190.50	3.19	3.19	[●]	9.41	3,723.33	33.97
Listed peers* (Consolidated Basis)								
Sanathan Textiles Limited	10	29,575.04	18.60	18.60	19.14	10.50	12,749.74	177.22
Shanti Spintex Limited	10	50,583.06	8.71	8.71	8.15	15.04	8,656.78	51.26
R&B Denims Limited	10	34,398.89	3.09	3.09	27.15	12.23	17,968.32	9.99

Source: All the financial information for listed industry peer mentioned above is on a consolidated basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE and BSE website for the year ended March 31, 2024.

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on the NSE on February 06, 2025 divided by the Diluted EPS.
2. RoNW is computed as net profit after tax (after considering Comprehensive Income) divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.
3. NAV per equity share is computed as the closing net worth divided by the closing outstanding number of equity shares as on 31/08/2024 (adjusted for bonus issue made on December 12, 2024).
4. The face value of Equity Shares of our Company, as on 31st March, 2024, is ₹10/- per Equity Share and the Issue price is [●] times the face value of equity share.
5. The Issue Price has been determined by our Company in consultation with the Book Running Lead Manager and justified by our Company in consultation with the Book Running Lead Manager on the basis of above parameters. The investors may also want to peruse the risk factors and financials of the Company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment.

For further details, please refer to the section titled "Risk Factors", and chapters titled "Our Business" and "Restated Financial Information" beginning on page no. 25, 123 and 184 respectively of this Draft Prospectus.

6. Key Performance Indicators:

The table below sets forth the details of Key Performance Indicators that our Company considers to have a bearing for arriving at the basis for Offer Price. The key financial and operational metrics set forth below, have been approved and verified by the Audit Committee pursuant to its resolution dated January 24, 2025.

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which helps our Company in analyzing the growth of various verticals in comparison to our Company's listed peers, and other relevant and material KPIs of the business of our Company that have a bearing for arriving at the Basis for Offer Price which have been disclosed below. Additionally, the KPIs have been certified vide certificate dated January 29, 2025 issued by M/s. Rajiv Shah & Associates, Chartered Accountants, who hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The certificate dated February 28, 2025 issued by M/s. RAJIV SHAH & ASSOCIATES, Chartered Accountants, has been included in 'Material Contracts and Documents for Inspection – Material Documents' on page 330.

The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPIs, to make an assessment of our Company's performances and make an informed decision.

A list of our KPIs for the seven months' period ended on August 31, 2024 and Financial Year ended March 31, 2024, March 31, 2023 and March 31, 2022 is set out below:

Particulars	August 31, 2024*	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations (Rs. in Lakhs)	19,559.16	76,190.50	67,106.56	77,897.55
EBITDA (Rs. in Lakhs)	712.61	1,172.14	1,319.11	1,269.96
EBIT (Rs. in Lakhs)	504.08	678.78	839.49	876.47
EBITDA margin (%)	3.64	1.54	1.97	1.63
PAT (Rs. in Lakhs)	288.78	350.43	548.77	519.45
Net Profit margin (%)	1.48	0.46	0.82	0.67
Net worth (Rs. in Lakhs)	4,012.10	3,723.32	3,373.58	2,825.50
Return on capital employed (%)	6.40	8.39	10.58	10.98
Return on equity (%)	7.47	9.88	17.70	36.77
Debt to equity ratio (times)	0.87	1.07	1.26	1.75
Fixed Asset Turnover Ratio (times)	3.64	13.68	11.23	13.02

*Not annualized.

Source: The Figure has been certified by M/s. RAJIV SHAH & ASSOCIATES, Chartered Accountants vide their certificate dated January 29, 2025.

Explanation for the Key Performance Indicators

Sr. No.	Key Performance Indicator	Description and Rationale
1	Revenue from Operations	Revenue from operations encompasses income derived from domestic sales, export sales, and proceeds from job work activities.
2	EBITDA	Earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the period or year plus tax expense, finance cost, depreciation and amortization expenses less other income and excluding exceptional items. EBITDA provides information regarding operational profitability and efficiency of our Company.
3	EBIT	Earnings before interest and tax is calculated as the restated profit for the period or year plus tax expense and finance cost less other income and excluding exceptional items.
4	EBITDA Margin	Percentage of earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the period or year plus tax expense, finance cost, depreciation and amortization expenses excluding exceptional items. This metric helps in benchmarking the operating profitability against the historical performance of our Company.
5	Profit after tax for the period	The amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
6	Net profit margin	Percentage of the amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
7	Net worth	Calculated as total of share capital and other equity less compulsory convertible non-cumulative preference share capital. It provides information on the book value of the owners' equity in the business.
8	Return on capital employed	Return on capital employed is calculated using two components, i.e. earnings before interest and tax divided by capital employed. Capital employed is calculated by sum of net worth add total debt and deferred tax liabilities. This provides us information on efficiency of our capital deployment and utilization.
9	Return on equity	Return on Equity is calculated on the basis of net profit after tax divided by average shareholder's equity and is calculated by profit after tax divided by our average net worth (share capital and other equity). It indicates our Company's ability to turn equity investments into profits.



10	Debt to equity ratio	Debt to equity ratio is calculated by dividing our Company's total debt by shareholders' equity (as a percentage). This metric is a measurement of our Company's financial leverage and provides us information on our current capital structure and helps us in targeting an optimized capital structure.
11	Fixed asset turnover ratio	Fixed asset turnover ratio is calculated as revenue from operations divided by property, plant and equipment.

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on pages 123 and 190, respectively. All such KPIs have been defined consistently and precisely in 'Definitions and Abbreviations – Conventional and General Terms and Abbreviations' on page 1.

C

Subject to applicable laws, the Company confirms that it shall continue to disclose all the key performance indicators included in this "Basis for Offer Price" section, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the date of listing of the Equity Shares on the Stock Exchanges; or (ii) till the utilization of the Net Proceeds as disclosed under "Objects of the Offer" on page 87.

(Rupees in Lakhs, except %)

Particulars	Sanathan Textiles Limited			Shanti Spintex Limited			R&B Denims Limited (Consolidated)		
	For the Year ended on March 31			For the Year ended on March 31			For the Year ended on March 31		
	2024	2023	2022	2024	2023	2022	2024	2023	2022
Revenue from operations (Rs. in Lakhs)	29,575.04	33,292.13	31,853.20	50,583.06	37,033.22	25,490.94	34,398.89	25,342.26	28,440.49
Growth in Revenue from Operations (%)	(11.17)	4.52	-	36.59	45.28	-	35.74	(10.89)	-
EBITDA (Rs. in Lakhs)	2,265.81	2,595.30	5,376.12	2,463.98	2,164.76	1,190.27	4,882.67	3,428.14	4,229.54
EBITDA Margin (%)	7.66	7.80	16.88	4.87	5.84	4.67	14.19	13.53	14.87
PAT (Rs. in Lakhs)	1,338.48	1,527.41	3,554.42	1,301.75	1,012.81	486.59	2,197.65	1,547.63	2,164.57
PAT margin (%)	4.53	4.59	11.16	2.57	2.73	1.91	6.39	6.11	7.61
Net Worth	12,749.74	11,401.10	9,866.38	8,656.78	5,603.93	4,622.73	17,968.32	7,946.11	6,445.64
Return on equity (%)	11.09	14.36	43.95	15.00	19.81	11.11	16.96	21.51	41.17
Return on capital employed (%)	11.80	15.54	35.83	18.00	10.12	6.03	15.09	19.60	23.84
Debt Equity Ratio (times)	0.30	0.25	0.38	0.26	0.75	1.05	0.29	0.53	1.18



7. Weighted average cost of acquisition

- A. Price per share of our Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the employee stock option schemes and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding ESOPs granted but not vested) in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)**

Our Company has not issued any Equity Shares (excluding Equity Shares issued pursuant to a bonus issue undertaken on December 12, 2024) or convertible securities or employee stock options during the 18 months preceding the date of this Draft Prospectus, moreover such issuance is not equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days, and for that reason the above mentioned stipulation is not applicable to that extent

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

The details of secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoter, members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate director(s) on the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days are disclosed below:

Date of Transfer	Name of Transferor	Name of Transferee	No. Of Securities	Face Value	Issue Price	Nature of consideration	Total Consideration
30.06.2024	Amay Spincot Private Limited (Formerly Known as Dhanshree Barter Private Limited)	Gagan Nirmal Mittal	91,000.00	10.00	85.00	Transfer Of Equity Shares	77.35
30.06.2024	Pranavbhai H Padshah	Gagan Nirmal Mittal	50,000.00	10.00	85.00	Transfer Of Equity Shares	42.50
30.06.2024	Pranavbhai H Padshah	Gagan Nirmal Mittal	48,100.00	10.00	85.00	Transfer Of Equity Shares	40.89
30.06.2024	Ram Shiromani Pal	Gagan Nirmal Mittal	22,700.00	10.00	85.00	Transfer Of Equity Shares	19.30
30.06.2024	Ram Shiromani Pal	Gagan Nirmal Mittal	45,000.00	10.00	85.00	Transfer Of Equity Shares	38.25
30.06.2024	Ram Shiromani Pal	Gagan Nirmal Mittal	45,000.00	10.00	85.00	Transfer Of Equity Shares	38.25

- C. Price per share based on the last five primary or secondary transactions**

Since there are transactions to report to under (a) and (b) above, therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter / Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) in the Board of the Company, are a party to the transaction) not older than 3 years prior to the date of Draft Red Herring Prospectus irrespective of the size of transactions is not required to disclosed.


D. Weighted average cost of acquisition, floor price and cap price –

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price	Cap Price
(i) Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	NA	NA	NA
(ii) Weighted average cost of acquisition for last 18 months for secondary sale / acquisition of shares equity/convertible securities), where our Promoters or Promoter Group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	85.00	NA	NA
(iii) Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this Draft Prospectus, which are equal to or more than 5% of the fully diluted paid-up share capital of our Company, the information has been disclosed for price per share of our Company based on the last five secondary transactions where promoter /promoter group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this Draft Prospectus irrespective of the size of the transaction.	NA	NA	NA

#As there are transactions to be reported under parts (i) and (ii) above, computation of weighted average price is not required here.

*To be updated at Prospectus stage.

**STATEMENT OF POSSIBLE TAX BENEFITS**

To,
The Board of Directors,
United Techfab Limited
Survey No.416,Village-Navapura,
(Miroli),Taluka-Dascroi,
Ahmedabad, Gujarat-382425

Sub: Statement of Tax Benefits (“the Statement”) available to United Techfab Limited (“the Company”) and its shareholders under direct and indirect tax laws

Re: Proposed initial public offer (“IPO”) of equity shares of face value Rs. 10 each (“Equity Shares”) by United Techfab Limited (“Company”) (“Offer”) in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and other applicable laws, as amended

1. We hereby confirm that the enclosed Annexure I, prepared by United Techfab Limited ('the Company'), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2025-26 relevant to the financial year 2024-25, available to the Company and its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.
2. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.
3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the nonresident has fiscal domicile.
5. We do not express any opinion or provide any assurance as to whether i) the Company or its shareholders will continue to obtain these benefits in future; ii) the conditions prescribed for availing the benefits have been met with; and iii) the revenue authorities courts will concur with the views expressed herein.
6. The Content of the enclosed Annexures are based on information, explanations and representations obtained from the company and on the basis of their understanding of the business activities and operations of the company.
7. No assurance is given that the revenue authorities / Courts will concur with the view expressed herein. Our views are based on existing provisions of law and its implementation, which are subject to change from time to time. We do not assume any responsibility to updates the views consequent to such changes.



8. 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.
9. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/ Prospectus in connection with the proposed issue of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

Yours faithfully,

For Rajiv Shah & Associates
Chartered Accountants
FRN: 108454W

CA Rajiv Shah
Partner
Membership No.: 043261
UDIN: - 25043261BMKYVC6306
Date: January 29, 2025
Place: Ahmedabad



ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company and its Shareholders under Income Tax Act, 1961 and Income Tax Rules, 1962 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY:

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

B. SPECIAL TAX BENEFITS AVAILABLE TO SHAREHOLDERS OF THE COMPANY:

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

Note:

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. The above statement of possible special tax benefits is as per the current direct tax laws relevant for the assessment year 2025-26. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.

In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the scheme.



SECTION VIII – ABOUT THE COMPANY

INDUSTRY OVERVIEW

GLOBAL ECONOMY¹

The global economy is holding steady, although the degree of grip varies widely across countries. *Global GDP growth* in the third quarter of 2024 was 0.1 percentage point below that predicted in the October 2024 WEO, after disappointing data releases in some Asian and European economies. Growth in China, at 4.7 percent in year-over-year terms, was below expectations. Faster-than-expected net export growth only partly offset a faster-than-expected slowdown in consumption amid delayed stabilization in the property market and persistently low consumer confidence. Growth in India also slowed more than expected, led by a sharper-than-expected deceleration in industrial activity. Growth continued to be subdued in the euro area (with Germany's performance lagging that of other euro area countries), largely reflecting continued weakness in manufacturing and goods exports even as consumption picked up in line with the recovery in real incomes. In Japan, output contracted mildly owing to temporary supply disruptions. By contrast, momentum in the United States remained robust, with the economy expanding at a rate of 2.7 percent in year-over-year terms in the third quarter, powered by strong consumption.

Global disinflation continues, but there are signs that progress is stalling in some countries and that elevated inflation is persistent in a few cases. The global median of sequential core inflation has been just slightly above 2 percent for the past few months. Nominal wage growth is showing signs of moderation, alongside indications of continuing normalization in labor markets. Although core goods price inflation has fallen back to or below trend, services price inflation is still running above pre-COVID-19 averages in many economies, most notably the United States and the euro area. Pockets of elevated inflation, reflecting a range of idiosyncratic factors, also persist in some emerging market and developing economies in Europe and Latin America. Where inflation is proving more sticky, central banks are moving more cautiously in the easing cycle while keeping a close eye on activity and labor market indicators as well as exchange rate movements. A few central banks are raising rates, marking a point of divergence in monetary policy.

Global financial conditions remain largely accommodative, again with some differentiation across jurisdictions. Equities in advanced economies have rallied on expectations of more business friendly policies in the United States. In emerging market and developing economies, equity valuations have been more subdued, and a broad-based strengthening of the US dollar, driven primarily by expectations of new tariffs and higher interest rates in the United States, has kept financial conditions tighter.

Economic policy uncertainty has increased sharply, especially on the trade and fiscal fronts, with some differentiation across countries (Figure 1). Expectations of policy shifts under newly elected governments in 2024 have shaped financial market pricing in recent months. Bouts of political instability in some Asian and European countries have rattled markets and injected additional uncertainty regarding stalled progress on fiscal and structural policies. Geopolitical tensions, including those in the Middle East, and global trade frictions remain elevated.

¹ (Source: <https://www.imf.org/en/publications/weo?page=1>)



Figure 1. Policy Uncertainty
(Index, unless noted otherwise)

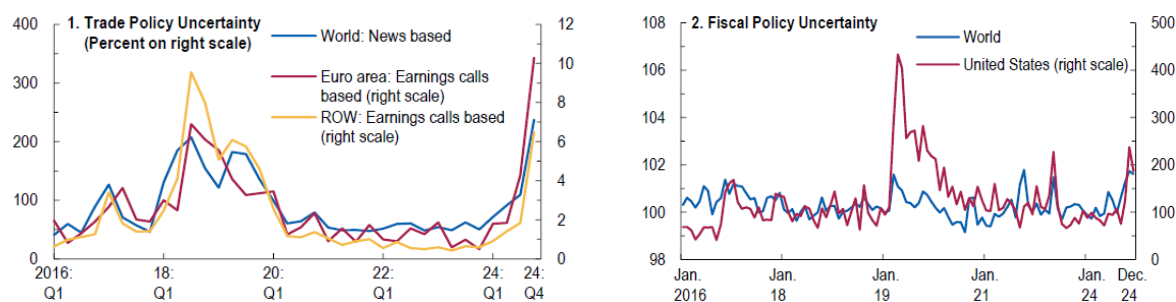
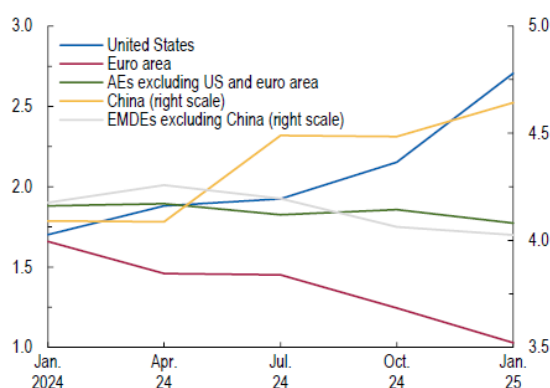


Figure 2. Evolution of 2025 Growth Forecasts
(Percent)



Global growth is expected to remain stable. At 3.3 percent in both 2025 and 2026, the forecasts for growth are below the historical (2000–19) average of 3.7 percent and broadly unchanged from October. The overall picture, however, hides divergent paths across economies and a precarious global growth profile (Figure 2).

Among *advanced economies*, growth forecast revisions go in different directions. In the *United States*, underlying demand remains robust, reflecting strong wealth effects, a less restrictive monetary policy stance, and supportive financial conditions. Growth is projected to be at 2.7 percent in 2025. This is 0.5 percentage point higher than the October forecast, in part reflecting carryover from 2024 as well as robust labor markets and accelerating investment, among other signs of strength. Growth is expected to taper to potential in 2026.

In the *euro area*, growth is expected to pick up but at a more gradual pace than anticipated in October, with geopolitical tensions continuing to weigh on sentiment. Weaker-than-expected momentum at the end of 2024, especially in manufacturing, and heightened political and policy uncertainty explain a downward revision of 0.2 percentage point to 1.0 percent in 2025. In 2026, growth is set to rise to 1.4 percent, helped by stronger domestic demand, as financial conditions loosen, confidence improves, and uncertainty recedes somewhat.

In *other advanced economies*, two offsetting forces keep growth forecasts relatively stable. On the one hand, recovering real incomes are expected to support the cyclical recovery in consumption. On the other hand, trade headwinds—including the sharp uptick in trade policy uncertainty—are expected to keep investment subdued.

In *emerging market and developing economies*, growth performance in 2025 and 2026 is expected to broadly match that in 2024. With respect to the projection in October, growth in 2025 for *China* is marginally revised upward by 0.1 percentage point to 4.6 percent. This revision reflects carryover from 2024 and the fiscal package announced in November largely offsetting the negative effect on investment from heightened trade policy uncertainty and property market drag. In 2026, growth is projected mostly to remain stable at 4.5 percent, as the effects of trade policy uncertainty dissipate and the retirement age increase slows down the decline in the labor supply. In *India*, growth is projected to be solid at 6.5 percent in 2025 and 2026, as projected in October and in line with potential.



In the *Middle East and Central Asia*, growth is projected to pick up, but less than expected in October. This mainly reflects a 1.3 percentage point downward revision to 2025 growth in *Saudi Arabia*, mostly driven by the extension of OPEC+ production cuts. In *Latin America and the Caribbean*, overall growth is projected to accelerate slightly in 2025 to 2.5 percent, despite an expected slowdown in the largest economies of the region. Growth in *sub-Saharan Africa* is expected to pick up in 2025, while it is forecast to slow down in *emerging and developing Europe*.

World trade volume estimates are revised downward slightly for 2025 and 2026. The revision owes to the sharp increase in trade policy uncertainty, which is likely to hurt investment disproportionately among trade-intensive firms. That said, in the baseline, the impact of heightened uncertainty is expected to be transitory. Furthermore, the front-loading of some trade flows in view of elevated trade policy uncertainty, and in anticipation of tighter trade restrictions, provides some offset in the near term.

Progress on *disinflation* is expected to continue. Deviations from the October 2024 WEO forecasts are minimal. The gradual cooling of labor markets is expected to keep demand pressures at bay. Combined with the expected decline in energy prices, headline inflation is projected to continue its descent toward central bank targets. That said, inflation is projected to be close to, but above, the 2 percent target in 2025 in the United States, whereas inflationary dynamics are expected to be more subdued in the euro area. Low inflation is projected to persist in China. Consequently, the gap between anticipated policy rates in the United States and other countries become wider.

Divergence between expected paths of US policy rates in relation to those of other major advanced and emerging market economies has widened over the past quarter. This follows a period of synchronicity in monetary policies globally earlier in the year. Concerns about tepid economic growth in the euro area and some major emerging markets have increased investor expectations that their central banks will ease monetary policy at a faster pace than expected at the time of publication of the October 2024 Global Financial Stability Report (Figure 1.1). Such expectations do not apply to the Federal Reserve, however, on net. Medium- to long-term US yields have increased somewhat over the same period, while falling in other major advanced and emerging market economies, with the widening of interest rate differentials strengthening the US dollar against major currencies. Furthermore, while recent data suggest the US labor market may be coming into better balance, upside risks to inflation will likely continue to exert upward pressure on yields.

Escalated trade policy uncertainty has also contributed to broad-based US dollar strengthening. Heightened geopolitical risks, in part, alongside trade uncertainty could have driven the dollar's strength against the euro. In the case of emerging market currencies, depreciation against the dollar has also been driven, to some extent, by concerns over domestic fiscal outlooks, although the latter's importance varies across countries. In tandem with pressures on currencies, emerging markets have also seen a net outflow of capital.

Overall, even as global financial conditions are still broadly accommodative in aggregate, they have tightened slightly since October (Figure 1.2). US equity valuations continued to touch new record highs in the fourth quarter of 2024, driven by expectations of a favorable policy mix for firms.² That said, this has been offset by the effects of a rise in long-term rates, resulting in a slight tightening, on net, though from the very easy levels in the previous quarter. Risk assets in emerging markets, however, appear to have shown greater sensitivity to trade policy uncertainty and currency outlooks, reflected in tighter financial conditions. Market participants are closely monitoring tariff policies and geopolitical risks, as these could weigh on market sentiment, potentially leading to sharp repricing in risk assets given their current lofty valuations, bringing an abrupt tightening in global financial conditions.



Figure 1.1. Market-Implied Six-Month-Forward Policy Rate
(Five-day moving average, percentage points)

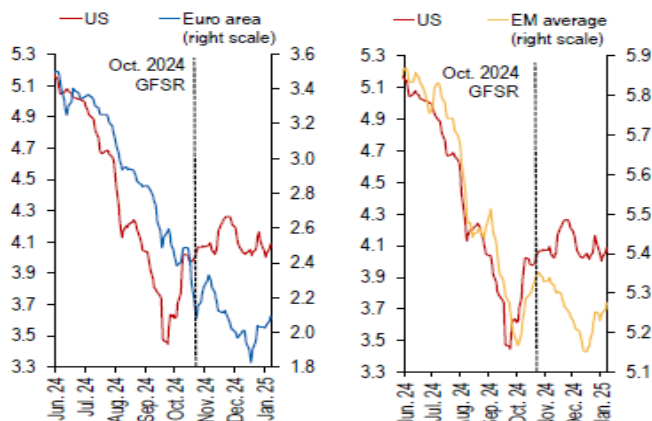
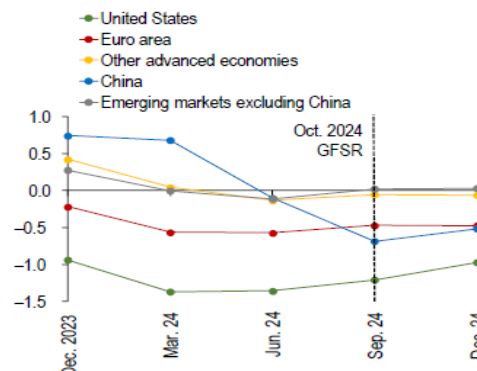


Figure 1.2. Financial Conditions Index
(Number of standard deviations from the mean)



OVERVIEW OF THE INDIAN ECONOMY²

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP for Q2 FY25 is estimated at Rs. 76.60 lakh crore (US\$ 886.16 billion) with growth rate of 8.0%, compared to Rs. 70.90 lakh crore (US\$ 820.22 billion) for Q2 FY24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government’s continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-December 2024, India’s exports stood at Rs. 27.56 lakh crore (US\$ 318.96 billion), with Engineering Goods (27.32%), Petroleum Products (14.59%) and Electronic Goods (8.19%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing.

In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

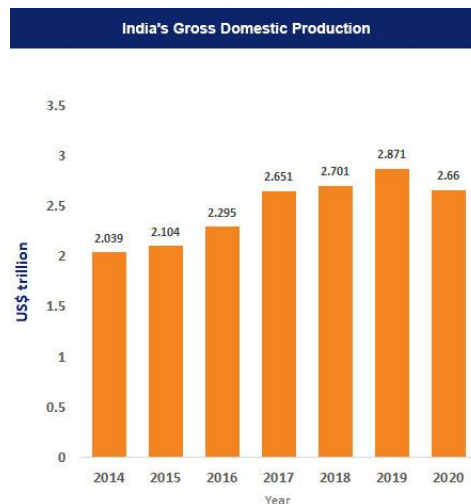
² (source: <https://www.ibef.org/economy/indian-economy-overview>)



Market Size

Real GDP for Q2 of FY25 is estimated at Rs. 44.10 lakh crores (US\$ 509.36 billion) with growth rate of 5.4%, compared to Rs. 41.86 lakh crore (US\$ 484.27 billion) for Q2 of 2023-24. The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's Current Account Deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at Rs. 96,790 crore (US\$ 11.2 billion) for Q2 of FY25 from Rs. 97,655 crore (US\$ 11.3 billion) in Q2 of FY24 or 1.3% of GDP. This was largely due to decrease in merchandise trade deficit.



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

Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- According to a report by the State Bank of India (SBI), domestic investment announcements in India have experienced a substantial increase, exceeding Rs. 37 lakh crore (US\$ 428.04 billion) in FY23 and FY24.
- According to data from the Directorate General of Civil Aviation (DGCA), India's domestic air passenger traffic increased by 6.12% in 2024, reaching a total of 161.3 million passengers. This growth follows a substantial YoY increase of 23.36% in 2023, attributed to the ongoing recovery from the pandemic.
- As of January 10, 2025, India's foreign exchange reserves stood at Rs. 53,80,402 crore (US\$ 625.871 billion).
- In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.



- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- The gross GST (Goods and Services Tax) revenue collection stood at Rs. 1.77 lakh crore (US\$ 20.45 billion) in December 2024.
- Between April 2000–September 2024, cumulative FDI equity inflows to India stood at Rs. 89.30 lakh crore (US\$ 1,033.40 billion).
- In November 2024, the overall IIP (Index of Industrial Production) stood at 148.4. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 133.8, 147.4 and 184.1, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) – Combined inflation was 5.22% in December 2024 against 5.69% in December 2023.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January - (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 lakh metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

OVERVIEW OF INDIAN TEXTILE INDUSTRY³

Introduction:

According to Crisil Ratings, the organized retail apparel sector is projected to achieve revenue growth of 8-10% in the current financial year, driven by rising demand from a normal monsoon, easing inflation, and the festive and wedding seasons. The increasing preference for affordable, trendy fashion clothing that mimics high-fashion designs is expected to be the primary revenue driver this fiscal year.

India's textiles sector is one of the oldest industries in the Indian economy, dating back to several centuries. The industry is extremely varied, with hand-spun and hand-woven textiles sectors at one end of the spectrum, with the capital-intensive sophisticated mills sector at the other end. The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk, and wool, to synthetic/man-made fibres like polyester, viscose, nylon and acrylic.

The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of textiles industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles makes it unique in comparison to other industries in the country.

India's textiles industry has a capacity to produce a wide variety of products suitable for different market segments, both within India and across the world. In order to attract private equity and employ more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme.

³ (Source: <https://www.ibef.org/economy/indian-economy-overview>)



Market Size

The market for Indian textiles and apparel is projected to grow at a 10% CAGR to reach US\$ 350 billion by 2030. Moreover, India is the world's 3rd largest exporter of Textiles and Apparel. India ranks among the top five global exporters in several textile categories, with exports expected to reach US\$100 billion.

The textiles and apparel industry contributes 2.3% to the country's GDP, 13% to industrial production and 12% to exports. The textile industry in India is predicted to double its contribution to the GDP, rising from 2.3% to approximately 5% by the end of this decade.

Textile manufacturing in India has been steadily recovering amid the pandemic. The manufacturing of textiles Index for the month of June 2024 is 106.

Global apparel market is expected to grow at a CAGR of around 8% to reach US\$ 2.37 trillion by 2030 and the Global Textile & Apparel trade is expected to grow at a CAGR of 4% to reach US\$ 1.2 trillion by 2030.

India's home textile industry is expected to expand at a CAGR of 8.9% during 2023-32 and reached US\$ 23.32 billion in 2032 from US\$ 10.78 billion in 2023.

The Indian Technical Textile market has a huge potential of a 10% growth rate, increased penetration level of 9-10% and is the 5th largest technical textiles market in the world. India's sportech industry is estimated around US\$ 1.17 million in 2022-23.

The Indian Medical Textiles market for drapes and gowns is around US\$ 9.71 million in 2022 and is expected to grow at 15% to reach US\$ 22.45 million by 2027. The Indian composites market is expected to reach an estimated value of US\$ 1.9 billion by 2026 with a CAGR of 16.3% from 2021 to 2026 and the Indian consumption of composite materials will touch 7,68,200 tonnes in 2027.

India is the world's largest producer of cotton. In the first advances, the agriculture ministry projected cotton output for 2023-24 at 31.6 million bales. According to the Cotton Association of India (CAI), the total availability of cotton in the 2023-24 season has been pegged at 34.6 million bales, against 31.1 million bales of domestic demand, including 28 million bales for mills, 1.5 million for small-scale industries, and 1.6 million bales for non-mills. Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers. It is expected to surpass US\$ 30 billion by 2027, with an estimated 4.6-4.9% share globally.

In 2022-23, the production of fibre in India stood at 2.15 million tonnes. While for yarn, the production stood at 5,185 million kgs during the same period. Natural fibres are regarded as the backbone of the Indian textile industry, which is expected to grow from US\$ 138 billion to US\$ 195 billion by 2025.

Textiles exports from India during October were about 11.56% higher on YoY basis at US\$ 1,833.95 million. Apparel exports from India during October were about 35.06% higher on YoY basis at US\$ 1,277.44 million. India's textile industry is on the brink of expansion, with total textile export projected to reach US\$ 65 billion by FY26.

India saw a 36.4% increase in industrial design applications, particularly in textiles, accessories, tools, machines, health, and cosmetics.

Textiles and apparel exports from India (US\$ billion)



Source: Ministry of textiles
Note: F- Forecast



According to ICRA, Indian apparel exporters are projected to achieve revenue growth of 9-11% in FY25, driven by the gradual reduction of retail inventory in key end markets and a shift in global sourcing towards India.

During FY24, the total exports of textiles (including handicrafts) stood at US\$ 35.9 billion. Exports of textiles (RMG of all textiles, cotton yarns/fabs/made-ups/handloom products, man-made yarns/fabs/made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US\$ 35.90 billion in FY24. In FY24, exports of readymade garments including accessories stood at US\$ 14.23 billion. India's textile and apparel exports to the US, its single largest market, stood at 32.7% of the total export value in FY24.

In FY25 (April- June) the total exports of textiles stood at US\$ 9.17 billion.

In FY25 (April-June), exports of readymade garments including accessories stood at US\$ 2,244 million.

India's textiles industry has around 4.5 crore employed workers including 35.22 lakh handloom workers across the country.

Investment and key Development

Total FDI inflows in the textiles sector stood at US\$ 4.47 billion between April 2000 - March 2024.

The textile sector has witnessed a spurt in investment during the last five years.

In August 2023, government has sanctioned the establishment of seven PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks on Greenfield and Brownfield sites. These parks will feature world-class infrastructure, including plug-and-play facilities, with a total investment of Rs. 4,445 crore (US\$ 535 million) over a seven-year period, extending to 2027-28.

Ministry of Textiles has sanctioned 19 research projects totalling approximately Rs. 21 crore (US\$ 2.52 million) across various domains of Technical Textiles under the National Technical Textiles Mission.

DS Group's luxury menswear division, Brioni inaugurates its first boutique in India in November 2023.

In November 2023, Reliance Foundation launched the first 'Swadesh' handicrafts store in Hyderabad, aimed at supporting and promoting Indian craftwork.

Industry bodies to host the largest global mega textiles event, Bharat Tex 2024 from February 26-29, 2024, in New Delhi. According to Union Minister, Mr. Piyush Goyal, Bharat Tex 2024 Expo is a testament to India's commitment to becoming a global textile powerhouse.

In September 2023, the Khadi and Village Industries Commission signed 3 MoUs to promote Khadi Products. In September 2023, Grasim Industries plans to open nearly 120 retail stores over the upcoming 2 years, by expanding its footprint in smaller cities and towns.

In September 2023, Reliance Retail Ventures Ltd. (RRVL) announced the acquisition of Ed-a-Mamma for a 51% stake.

In September 2023, Shadowfax inaugurated a 1.5 lakh sq. ft. fulfilment centre in Surat with 10 lakh orders per day processing capacity.

In August 2023, the Ministry of Textiles approved 26 engineering institutions for the introduction of Technical Textiles under the National Technical Textiles Mission.



In July 2023, PM MITRA Park, Amravati expected to attract investment of Rs. 10,000 crore (US\$ 1.20 billion) and create employment for 300,000 individuals.

In May 2023, an investment of around Rs. 6,850 crore (US\$ 824.25 million) is expected in the PM MITRA Park in Madhya Pradesh and Rs. 8,675 crore (US\$1.04 billion) in other parts of the state.

In May 2023, Aditya Birla Fashion and Retail Ltd. announced the acquisition of TCNS Clothing with a deal size of US\$ 198.54 million.

India is expected to host the 81st Plenary Meeting of the International Cotton Advisory Committee (ICAC) from 2nd to 5th December 2023 in Mumbai with the theme “Cotton Value Chain- Local Innovations for Global Prosperity”.

Cott-Ally mobile app has been developed for farmers to increase awareness about MSP rates, nearest procurement centers, payment tracking, best farm practices etc.

In April 2023, Godrej Consumer Products Ltd (GCPL) announced the Rs. 2,825 crore (US\$ 339.93 million) acquisition of Raymond Consumer Care Ltd (RCCL).

In April 2022, Indo Count Industries bagged the home textile business of GHCL for US\$ 74.14 million.

In March 2022, Reliance Retail Ventures Limited (RRVL) acquired a controlling share of Purple Panda Fashions for US\$ 115.8 million.

Sutlej Textiles plans to set up a green field project for 89,184 spindles comprising cotton mélange yarn and PC grey yarn along with a dye house in Jammu & Kashmir with an estimated cost of US\$ 111.41 million (Rs. 914 crore).

Vardhman has established Vardhman ReNova, a cotton recycling facility with a six TPD production capacity. By establishing two new facilities in Madhya Pradesh, the company has also increased its capacity to produce yarn. With top-notch technology, the expansion includes over 100,000 spindles in total. This will result in a 75 TPD increase in yarn production capacity.

The textile ministry has selected 61 companies, including Arvind Limited to enjoy benefits under its US\$ 1.3 billion (Rs. 10,683 crore) production-linked incentive (PLI) scheme for the labour-intensive textiles and garment sector. The companies have pledged to invest US\$ 2.32 billion (Rs 19,077) crore over five years under the scheme, which will lead to an incremental turnover of US\$ 22.55 billion (Rs 1.85 trillion) and direct employment generation for 240,000 people.

Arvind Limited, the largest textile-to-technology conglomerate in India, and PurFi Global LLC, a sustainable technology firm that specializes in rejuvenating textile waste into virgin-grade products, have formed a joint venture to reduce the quantity of textile waste dumped in landfills.

In November 2022, local weavers in Tuensang in Nagaland were provided 45 days of skill-upgrading training, which would equal 315 hours under the SAMARTH programme.

In 2022-23, the Sardar Vallabhbhai Patel International School of Textiles and Management (SVPISTM) is planning to offer B.Sc. and MBA courses in technical textiles.

In November 2021, Federico Salas, the Mexican Ambassador to India, visited the Khadi India Pavilion at the India International Trade Fair 2021 and suggested that India and Mexico should come together to promote Khadi globally.



Companies in home textiles are using technology to optimize the value chain. For example, in October 2021, Welspun India introduced Wel-Trak 2.0—an upgraded, patented end-to-end traceability technology—to track textile raw materials throughout the supply chain.

Home textile companies in India are also leveraging strategic partnerships to strengthen their business operations and foothold in the country.

In October 2021, Welspun India collaborated with DuPont Biomaterials to introduce a home textile range and strengthen the company's sustainable textiles business.

In May 2021, Indo Count Industries Ltd. (ICIL) announced an investment of Rs. 200 crore (US\$ 26.9 million) to expand its production capacity.

In April 2021, RSWM Limited, the flagship company of the US\$ 1.2 billion LNJ Bhilwara Group, was recognized for achieving the highest textile export turnover in 2020 by the Ministry of Industries & CSR, Government of Rajasthan.

In April 2021, Bella Casa Fashion & Retail Ltd. (BCFRL) announced that it is expanding its two existing plants and adding one new facility to offer employment opportunities to 1,000 people. The expansion would involve a total investment of Rs. 65 crore (US\$ 8.63 million).

Government Initiatives

The Indian government has come up with several export promotion policies for the textile sector. It has also allowed 100% FDI in the sector under the automatic route.

Other initiatives taken by the Government of India are:

Secretary of the Ministry of Textiles, Ms. Rachna Shah, announced that India's technical textiles market has great potential, with a notable growth rate of 10% and ranking as the 5th largest in the world.

A tripartite Memorandum of Understanding (MoU) was signed by the Textiles Committee under the Ministry of Textiles, the Government e Marketplace (GeM) under the Ministry of Commerce and Industry, and the Standing Conference of Public Enterprises (SCOPE) to promote upcycled products made from textile waste and scrap.

Mr. Piyush Goyal also discussed the roadmap to achieve the target of US\$ 250 billion in textiles production and US\$ 100 billion in exports by 2030.

In July 2023, 43 new implementing partners were empanelled under the SAMARTH scheme and an additional target of training around 75,000 beneficiaries has been allocated.

1,83,844 beneficiaries trained across 1,880 centres under Samarth.

In June 2023, the Government approved R&D projects worth US\$ 7.4 million (Rs. 61.09 crore) in the textile sector.

In February 2023, the union government approved 1,000 acres for setting up a textile park in Lucknow.

In February 2023, according to the Union Budget 2023-24, the total allocation for the textile sector was Rs. 4,389.24 crore (US\$ 536.4 million). Out of this, Rs. 900 crore (US\$ 109.99 million) is for Amended Technology Upgradation Fund Scheme (ATUFS), Rs. 450 crore (US\$ 54.99 million) for National Technical Textiles Mission, and Rs. 60 crore (US\$ 7.33 million) for Integrated Processing Development Scheme.

In December 2022, a total of 44 R&D projects were started, and 23 of them were successfully completed. 9777 people were trained in a variety of activities relating to the silk industry.



In December 2022, a total of US\$ 75.74 million (Rs. 621.41 crore) in subsidies was distributed in 3,159 cases under the Amended Technology Upgradation Fund Scheme, with special campaigns held in significant clusters to settle backlog cases.

In December 2022, a total of 73,919 people (SC: 18,194, ST: 8,877, and Women: 64,352) have received training, out of which 38,823 have received placement under SAMARTH.

The establishment of 7 (seven) PM Mega Integrated Textile Region and Apparel (PM MITRA) Parks with a total investment of US\$ 541.82 million (Rs. 4,445 crore) for the years up to 2027–28 was approved by the government. In the academic year 2022–23, the opening of a new campus of the National Institute of Fashion Technology (NIFT) in Daman. Moreover, new campus buildings are being constructed in Bhopal and Srinagar.

Under the National Technical Textile Mission (NTTM), 74 research projects for speciality fibre and technical textiles valued at US\$ 28.27 million (Rs. 232 crore) were approved. 31 new HSN codes have been developed in this space.

In November 2022, Tamil Nadu Chief Minister Mr. M. K. Stalin announced the establishment of a "Textile City" in Chennai as part of Tamil Nadu's strategy to become a major participant in the global textile industry. Additionally, the state will build a 1,500-acre textile park in the Virudhunagar district, for which SIPCOT will buy land.

In June 2022, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated that the Indian government wants to establish 75 textile hubs, similar to Tiruppur, which will greatly increase employment opportunities while promoting the export of textile products and ensuring the use of sustainable technology.

In June 2022, Amazon India signed a MoU with the Manipur Handloom & Handicrafts Development Corporation Limited (MHHDCL), a Government of Manipur entity, to encourage the development of weavers and artisans throughout the state.

In June 2022, the Kerala government announced that it would provide free training to 1,975 candidates under the SAMARTH scheme of the textile industry.

The Sustainable Textiles for Sustainable Development (SusTex) project by the United Nations Climate Change entity enhances the employment and working circumstances of textile artisans while promoting the sustainable production and use of environmentally friendly textiles.

In May 2022, Minister of Micro, Small and Medium Enterprises, Mr. Narayan Rane, inaugurated the Center of Excellence for Khadi (CoEK) at NIFT, Delhi. In order to produce innovative fabrics and apparel that will meet the needs of both domestic and foreign consumers, the CoEK will seek to introduce the newest designs and adopt procedures that adhere to international standards.

In April 2022, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, Mr. Piyush Goyal, said that new Economic Cooperation and Trade Agreements with Australia and the UAE would open infinite opportunities for textiles and handloom. Indian textile exports to Australia and the UAE would now face zero duties, and he expressed confidence that soon Europe, Canada, the UK and GCC countries would also welcome Indian textile exports at zero duty.

In March 2022, the Tamil Nadu government included a Sustainable Cotton Cultivation Mission in its agriculture budget by allocating US\$ 1.86 million (Rs 15.32 crore) to enhance the yield of organic cotton.



In March 2022, the Ministry of Textiles, in collaboration with the Confederation of Indian Industries (CII), organized a day-long International Conference on Technical Textiles with the theme: Creating the Winning Leap in Technical Textiles.

The Khadi and Village Industries Commission (KVIC) achieved turnover of Rs. 1.15 lakh crore (US\$ 14.68 billion) in FY22, a growth of 20.54% YoY, and more than any Indian FMCG company managed in FY22.

The Government of India has earmarked a corpus of Rs. 1,000 crore (US\$ 127.72 million) dedicated for research and development of the technical textiles sector.

In March 2022, the Bihar government submitted a proposal to the Ministry of Textiles to set up a mega hub under the PM Mitra Mega Textile Park.

In March 2022, Tamil Nadu Chief Minister Mr. MK Stalin announced that the State Industries Promotion Corporation of Tamil Nadu Ltd (SIPCOT) will set up a mega textile park in the Virudhunagar district.

For export of handloom products globally, the Handloom Export Promotion Council (HEPC) is participating in various international fairs/events with handloom exporters/weavers to sell their handloom products in the international markets under NHDP.

The Ministry of Textiles has also been implementing the Handloom Marketing Assistance (HMA), a component of National Handloom Development Programme (NHDP) all across India. HMA provides a marketing platform to the handloom weavers/agencies to sell their products directly to the consumers and develop and promote the marketing channel through organizing expos/events in domestic as well as export markets.

In November 2021, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated the desire to target a 3-5x time increase in the export of technical textiles worth US\$ 10 billion over the next three years.

The Indian government has notified uniform goods and services tax rate at 12% on man-made fabrics (MMF), MMF yarns, MMF fabrics and apparel, which came into effect from January 1, 2022.

Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, announced a mega handloom cluster in Manipur and a handloom and handicraft village at Moirang in Bishnupur. The mega cluster will be set up at an estimated cost of Rs. 30 crore (US\$ 4.03 million) under the National Handloom Development Programme (NHDP).

Road ahead

The future of the Indian textiles industry looks promising, buoyed by strong domestic consumption as well as export demand. India is working on various major initiatives to boost its technical textile industry. Owing to the pandemic, the demand for technical textiles in the form of PPE suits and equipment is on the rise. The government is supporting the sector through funding and machinery sponsoring.

Top players in the sector are achieving sustainability in their products by manufacturing textiles that use natural recyclable materials.

With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade with the entry of several international players like Marks & Spencer, Guess and Next into the Indian market. The growth in textiles will be driven by growing household income, increasing population, and increasing demand by sectors like housing, hospitality, healthcare, etc.

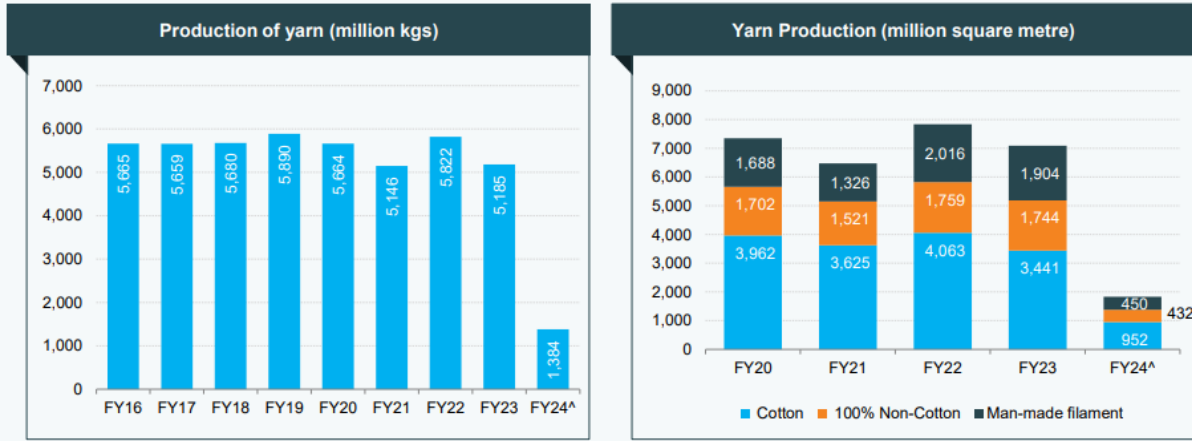
The technical textiles market for automotive textiles is projected to increase to US\$ 3.7 billion by 2027, from US\$ 2.4 billion in 2020.



imilarly, the industrial textiles market is likely to increase at an 8% CAGR from US\$ 2 billion in 2020 to US\$ 3.3 billion in 2027. The overall Indian textiles market is expected to be worth more than US\$ 209 billion by 2029.

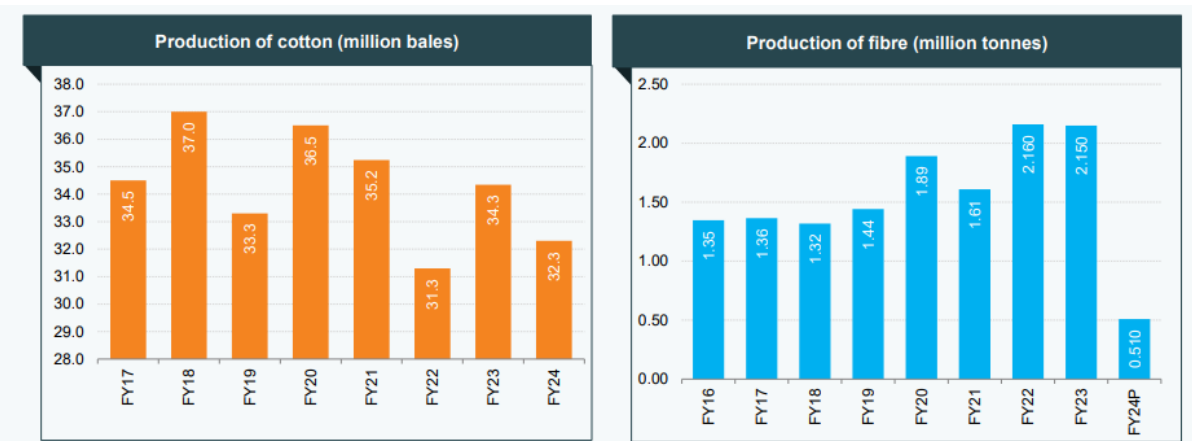
TEXTILE MARKET⁴

Cotton is the major segment in yarn and fabric



Production of yarn grew to 5,185 million kgs in FY23. ▪ In FY24, the Indian jute yarn exports were estimated at US\$ 10 million. ▪ Expected production of filament yarn climbed by 49% and that of man-made fibres by 33% between April-January 2020 compared to the same period in 2019. Production of blended and 100% non-cotton yarn grew by 2% from April through January 2020 in comparison to the same timeframe in 2019. ▪ In FY24, cotton yarn worth US\$ 3.7 billion was exported from India. ▪ In March 2021, Natco Pharma announced its expansion into pheromone-based technology in order to provide Indian farmers with an integrated pest control solution. The company is planning to introduce its first green-label pheromone product to control ‘pink bollworm’ in cotton fields. It’s Crop Health Science (CHS) division will collaborate with ATGC Biotech Pvt. Ltd. (ATGC) for the pheromone-based mating disruption technology.

Raw cotton and man-made fibre production increasing



India is the world’s largest producer of cotton. Agriculture ministry projected cotton output for 2023-24 at 32.3 million bales. ▪ Natural fibres are regarded as the backbone of the Indian textile industry, which is expected to grow from US\$138 billion to US\$195 billion by 2025. ▪ The cotton production in 2023-24 is estimated to be 316.57 lakh bales (LB) with 75.76 LB in Maharashtra, 19.29 LB in Karnataka and 15.64 LB in Madhya Pradesh. ▪ According to the Cotton Association of India (CAI), the total availability of cotton in the 2023-24 season has

⁴ (source: <https://www.ibef.org/industry/textiles>)



been pegged at 34.6 million bales, against 31.1 million bales of domestic demand, including 28 million bales for mills, 1.5 million for small-scale industries, and 1.6 million bales for non-mills. ▪ Cotton and fibres are the two major segments in this category. Production of man-made fibre has also been on an upward trend. ▪ In 2022-23, the production of fibre in India stood at 2.15 million tonnes.

Competitive Advantage

Abundant availability of raw materials such as cotton, wool, silk and jute. India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to other major textile producers. In July 2022, the Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution, and Textiles, Mr . Piyush Goyal, stated that the mantra of 5 F's - Farms to Fibre to Fabric to Fashion to Foreign export – will help make India a strong textile brand globally.

Policy Support

100 % FDI (automatic route) is allowed in the Indian textile sector . Under Union Budget 2023 -24 , the total allocation for the textile sector was Rs. 4,389.24 crore (US\$ 536.4 million).The government is planning to set up 12 new industrial parks and 5 - 6 mega textile parks mentioned by Minister of Commerce and Industry Mr . Piyush Goyal announced . He also urged the private sector to capitalize on these initiatives . In July 2023 , 43 new implementing partners were empanelled under the SAMARTH scheme and an additional target of training around 75 ,000 beneficiaries has been allocated . 1 ,83 ,844 beneficiaries trained across 1 ,880 centres under Samarth

Increasing Investments

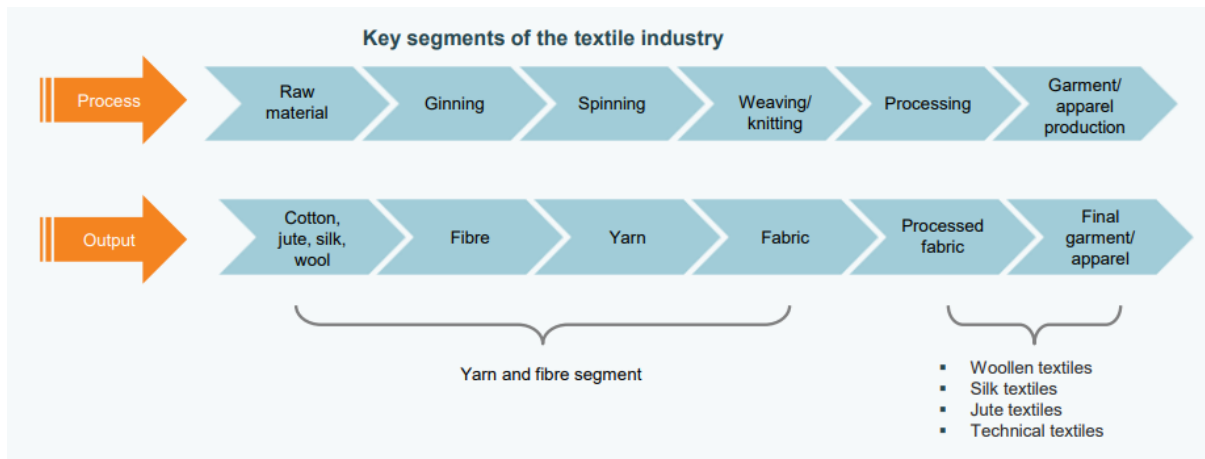
In order to attract private equity (PE) and employee more people, the government introduced various schemes such as the Scheme for Integrated Textile Parks (SITP), Technology Upgradation Fund Scheme (TUFS) and Mega Integrated Textile Region and Apparel (MITRA) Park scheme. Total FDI inflows in the textiles sector stood at US \$ 4.47 billion between April 2000 - March 2024.

Robust Demand

India's textiles sector, driven by a strong policy framework, saw 11 % YoY growth in ready made garment exports in August 2024 and is expected to reach US \$ 350 billion by 2030. The Indian technical textiles market is expected to expand to US \$ 23.3 billion by 2027, driven by increased awareness of goods and higher disposable incomes. Cotton production in India is projected to reach 7.2 million tonnes (~43 million bales of 170 kg each) by 2030, driven by increasing demand from consumers. In FY25 (April-June), exports of readymade garments including accessories stood at US \$ 2 ,244 million. It is expected to surpass US \$ 30 billion by 2027 , with an estimated 4.6 - 4.9 % share globally.

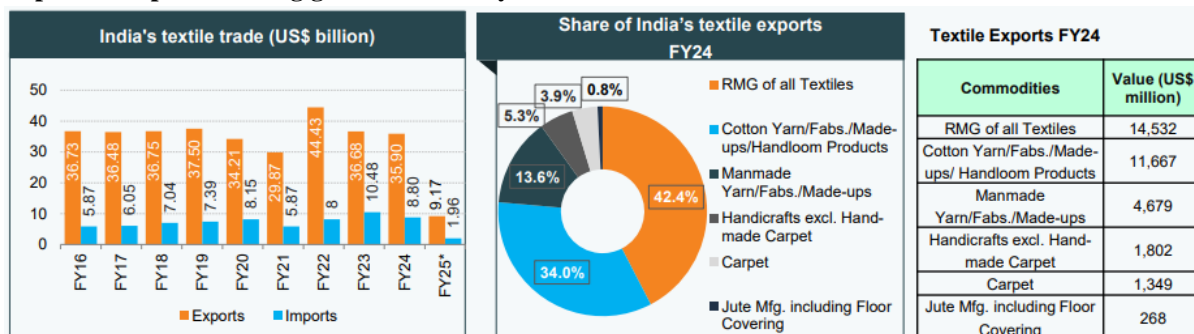
Key facts

The fundamental strength of the textile industry in India is its strong production base of a wide range of fibre/yarns from natural fibres like cotton, jute, silk and wool to synthetic/man-made fibres like polyester, viscose, nylon and acrylic. ▪ India's textiles industry contributed 7% to the industry output (by value) in 2022. ▪ The Indian textiles and apparel industry contributed 2.3% to the GDP, 10.5% to export earnings in FY24.





Export have posted strong growth over the years



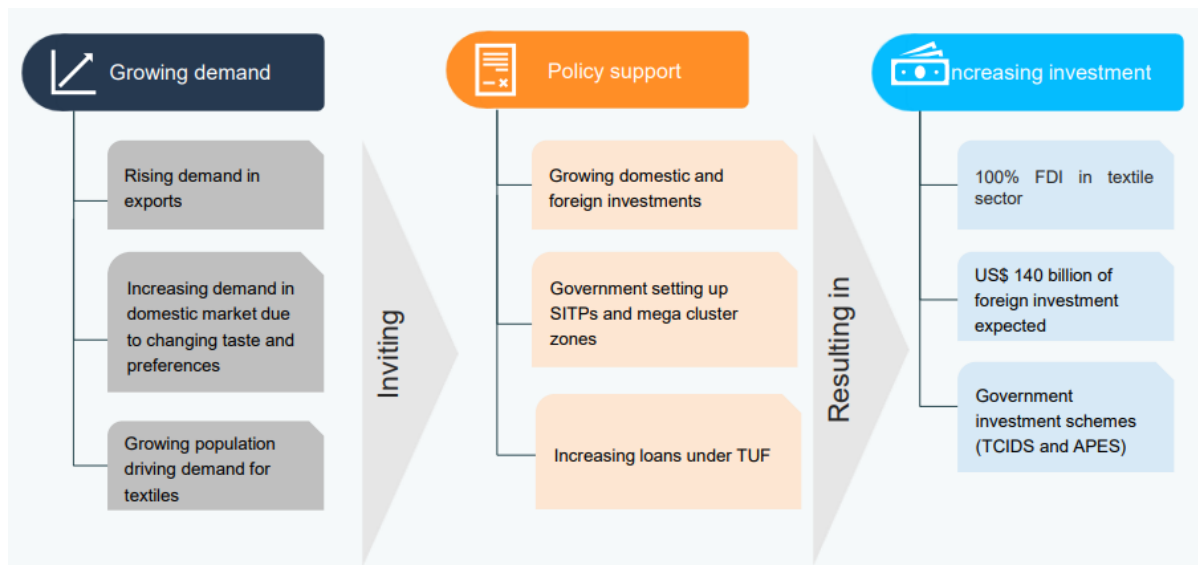
Textiles exports from India during October were about 11.56% higher on YoY basis at US\$ 1,833.95 million. Apparel exports from India during October were about 35.06% higher on YoY basis at US\$ 1,277.44 million. India's textile industry is on the brink of expansion, with total textile export projected to reach US\$ 65 billion by FY26. In FY25 (April- June) the total exports of textiles stood at US\$ 9.17 billion. Exports of textiles (RMG of all textiles, cotton yarns/fabs./made-ups/handloom products, man-made yarns/fabs./made-ups, handicrafts excl. handmade carpets, carpets and jute mfg. including floor coverings) stood at US\$ 9.17 billion in FY25 (April-June). India's ready-made garment (RMG) exports are likely to surpass US\$ 30 billion by 2027, growing at a CAGR of 12-13%. In July 2021, the government extended the Rebate of State and Central Taxes and Levies (RoSCTL) scheme for exports of apparel/garments and made-ups until March 2021. This helped boost exports and enhance competitiveness in the labour-intensive textiles sector. In August 2021, Minister of Textiles, Commerce and Industry, Consumer Affairs, Food and Public Distribution, Mr. Piyush Goyal, said that steps need to be taken to boost production capacities of the handloom sector from existing Rs. 60,000 crore (US\$ 8.06 billion) to 125,000 crore (US\$ 16.80 billion) in three years. He added that target must be set to increase exports of handloom items from existing Rs. 2,500 crore (US\$ 335.92 million) to Rs. 10,000 crore (US\$ 1.34 billion). He also announced that a committee would be constituted consisting of all weavers, trainer equipment makers, marketing experts and other stakeholders to recommend ways and means to achieve these objectives and enhance overall progress of the handloom sector.

Trends & Strategies

Union Minister of Textiles, Mr. Giriraj Singh, expressed confidence that India's technical textile industry will surpass the US\$ 10 billion target set for 2030. Textile manufacturing in India has been steadily recovering amid the pandemic. The Manufacturing of Textiles Index for the month of June 2024 is 106. The seven mega textile parks announced in the Union Budget 2022-23 should attract investments. In July 2023, PM MITRA Park, Amravati expected to attract investment of Rs. 10,000 crore (US\$ 1.20 billion) and create employment for 300,000 individuals. In May 2023, an investment of around Rs. 6,850 crore (US\$ 824.25 million) is expected in the PM MITRA Park in Madhya Pradesh and Rs. 8,675 crore (US\$1.04 billion) in other parts of the state. While the government is working towards upliftment of technical and MMF textile companies by upscaling its infrastructure, it is also interesting to note that textile will be added to the educational curriculum in the near future. In June 2022, Minister of Textiles, Commerce and Industry, Consumer Affairs & Food and Public Distribution, Mr. Piyush Goyal, stated that the Indian government wants to establish 75 textile hubs, similar to Tiruppur, which will greatly increase employment opportunities while promoting the export of textile products and ensuring the use of sustainable technology.



Growth Drivers



Opportunities

1. Immense growth potential
 - In September 2023, Shadowfax inaugurated a 1.5 lakh sq. ft. fulfilment center in Surat with 10 lakh orders per day processing capacity.
 - The Indian textile industry is set for strong growth, buoyed by both strong domestic consumption as well as export demand.
 - The textile and apparel industry is expected to grow to US\$ 190 billion by FY26.
2. Silk production
 - The total amount of Raw Silk produced was 28,106 MT. A total of 44 R&D projects were started, and 23 of them were successfully completed. 9,777 people were trained in a variety of activities relating to the silk industry.
 - The Central Silk Board sets a target for raw silk production and encourages farmers and private players to grow silk. To achieve these targets, alliances with the private sector, especially agro-based industries in pre-cocoon and post-cocoon segments, are encouraged.
 - The total raw silk production stood at 33,000 MT in FY21.
3. Bilateral relations
 - In October 2021, the Ministry of Textiles and GIZ (Deutsche Gesellschaft für Internationale Zusammenarbeit) signed an MoU to implement the 'Indo German Technical Cooperation' project. The project aims to increase the value addition from sustainable cotton production in the country.
 - In March 2021, Pakistan approved reinstatement of cotton and sugar imports from India, indicating softening of bilateral relations.
 - Industry bodies to host the largest global mega textiles event, Bharat Tex 2024 from February 26-29, 2024, in New Delhi. According to Union Minister, Mr. Piyush Goyal, Bharat Tex 2024 Expo is a testament to India's commitment to becoming a global textile powerhouse.
4. Proposed FDI in multi-brand retail
 - For the textile industry, the proposed hike in FDI limit in multi-brand retail will bring in more players, thereby providing more options to consumers.
 - It will also bring in greater investment along the entire value chain - from agricultural production to final manufactured goods.
 - With global retail brands assured of a domestic foothold, outsourcing will also rise significantly.
5. Union Budget 2023-24
 - Under the Union Budget 2023-24, the government has allocated:
 - Rs. 4,389.24 crore (US\$ 536.4 million) to the Ministry of Textiles.
 - Rs. 900 crore (US\$ 109.99 million) is for Amended Technology Upgradation Fund Scheme (ATUFS).
 - Rs. 60 crore (US\$ 7.33 million) for Integrated Processing Development Scheme.
 - Rs. 450 crore (US\$ 54.99 million) for National Technical Textiles Mission.
6. Centers of Excellence (CoE) for research and technical training
 - The CoEs are aimed at creating testing and evaluation facilities as well as developing resource centres and training facilities.
 - Existing 4 CoEs,



BTRA for Geotech, SITRA for Meditech, NITRA for Protech and SASMIRA for Agrotech, would be upgraded in terms of development of incubation centres and support for the development of prototypes.

- Fund support would be provided for appointing experts to develop these facilities.

Foreign investments ▪ The Government is taking initiatives to attract foreign investment in the textile sector through promotional visits to countries such as Japan, Germany, Italy and France. ▪ According to the new Draft of the National Textile Policy, the Government is planning to attract foreign investment and creating employment opportunities for 35 million people. ▪ India can become the one-stop sourcing destination for companies from Association of Southeast Asian Nations (ASEAN) as there exist several opportunities for textile manufacturing companies from 10-nation bloc to invest in India.



BUSINESS OVERVIEW

Unless otherwise stated, references in this section to “we”, “our” or “us” (including in the context of any financial information) are to the Company. To obtain a complete understanding of our Company and business, prospective investors should read this section in conjunction with ‘Risk Factors’, ‘Industry Overview’, ‘Management’s Discussions and Analysis of Financial Condition and Results of Operations’ and ‘Financial Information’ on pages 34, 181, 426 and 322, respectively, as well as financial and other information contained in this Draft Prospectus as a whole. Additionally, please refer to ‘Definitions and Abbreviations’ on page 1 for certain terms used in this section.

Some of the information set out in this section, especially information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled ‘Forward Looking Statements’ on page 19 for a discussion of the risks and uncertainties related to those statements and also the section titled ‘Risk Factors’ on page 34 for a discussion of certain factors that may affect our business, financial condition or results of operations. We have included various operational and financial performance indicators in this Draft Prospectus, some of which may not be derived from our Restated Financial Information or otherwise subjected to an examination, audit or review or any other services by our Statutory Auditor, or any other expert. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions. Our financial year ends on March 31 of every year, so all references to a particular financial year are to the 12 month period ended March 31 of that year.

Our Company was incorporated as United Techfab Private Limited under the provisions of the Companies Act, 1956 vide certificate of Incorporation dated April 16, 2012 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the Company dated July 5, 2024 and consequently, the name of our Company was changed from United Techfab Private Limited to United Techfab Limited and a fresh certificate of incorporation dated August 28, 2024 was issued to our Company by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U17120GJ2012PLC069888.

Our Company was originally incorporated by Mr. Gagan Nirmalkumar Mittal, Mr. Nirmalkumar Mittal, Mr. Ritesh Kamalkishore Hada, Mr. Kamalkishore Hada, and United Polyfab Private Limited, who are the existing promoters and initial subscribers to the Memorandum of Association. The Company has gained valuable expertise from the promoters' extensive experience in the textile industry, including their in-depth market knowledge and decision-making capabilities. For further details on the complete profile of our promoter directors, please see the chapter titled “Our Management” on page 157 of this Draft Prospectus.

Our Company is primarily engaged in manufacturing and trading of Grey & Denim Fabrics (“Grey Fabrics”), Dyed Cloths and Yarn. In the financial year 2014-15, our Company established its fabric weaving unit at Miroli, Ahmedabad, Gujarat on plot area admeasuring about 11230 sq. mtrs. Our manufacturing operations commenced with the installation of 60 sets automatic shuttle Air Jet Looms during Phase 1 in the financial year 2015-16. We began our business as a manufacturer and trader of Grey Fabrics in the financial year 2016 -17. Subsequently, our manufacturing capacity was augmented through the installation of an additional 60 sets of automatic shuttle Air Jet Looms, along with ancillary machinery, during Phase 2 in the financial year 2019-20. As on date of this Draft Prospectus, our Company has 120 air jet looms installed at our manufacturing unit located at Miroli which has an annual installed capacity of weaving 2,00,75,000 mtrs. of Grey Fabrics.

Weaving is the process of converting yarn into fabrics wherein two distinct sets of yarns or threads are interlaced at right angles to form a fabric. The air jet looms installed by us utilize a technique where a jet of compressed air is used to insert the weft (crosswise) yarn into the warp (lengthwise) yarn to create the raw fabrics. Our manufacturing facility is equipped with necessary technology and machinery to meet required standards and the



manufacturing process adheres to the quality standards. Our Manufacturing unit is located at Survey No. 416, Village Miroli, Ta.: Dascroi, Dist.: Ahmedabad-382425, Gujarat, India.

We manufacture various types of Grey Fabrics such as power stretch spandex denim, light weight denim, colour denim, poly denim, ecru denim, slub denim, over dyed denim and flat finish of various dimensions including 3/1, 2/1, 6+1, 10+1 denims. We can further customize and adjust these dimensions to meet our clients' specific order requirements. Our production facility has capability to produce grey fabrics in various designs such as plain weave, twill weave, dobby weave and satin weave. We offer Grey Fabrics in diverse spectrum of shades such as indigo blue, IBST, sulphur black, sulphur grey, halogen blue and ecru colour which has weights ranging from 4.50 Oz./sq. yd to 22.00 Oz./sq. yd. and widths spanning from approximately 72" (180 cm) to 95" (250 cm) and widths of dyed cloths spanning from 62" (157 cm) to 72" (180 cm).

Our operations encompass utilization of diverse type of yarns such as cotton yarn and dyed yarn, ring yarn, viscose yarn, slub yarn, cotton spandex, polyester spandex, tencel, lyocell etc. which are procured by us from domestic market. In addition to yarn, we also directly procure Grey Fabrics from the market, which are subsequently sent for finishing, and is then sold to customers. We outsource the yarn dyeing and Grey Fabrics dyeing and finishing process to third parties.

In 2024, as part of our efforts to minimize the power cost, we have installed a rooftop solar energy power plant ("Solar Plant") of combined capacity of 999 KW at the manufacturing facility of the Company located at Miroli, Ahmedabad, Gujarat. Our Company has outsourced all operations and maintenance activities relating to Solar Plant to a third party. The electricity generated from the Solar Plant is adjusted by UGVCL against our electricity bill of manufacturing facility. As a further step towards environmental sustainability, our Company is in process to install Grid Interactive Ground Mounted Solar Power System for 4000 KW at village Sudasana, Ta.: Satlasana, Dist.: Mehsana and has received provisional registration of Renewable Energy Project under Gujarat Renewable Energy Policy 2023 from Gujarat Energy Development Agency ('GEDA').

Currently, we derive most of our revenue from the state of Gujarat based customers which are either manufacturers, wholesalers or traders. Our category-wise revenue for fiscal 2022, 2023 and 2024 and the stub period ended August 31, 2024 were as follows :-

REVENUE BIFURCATION:

Bifurcation of Manufacturing and Trading Revenue

(Rs. In Lakhs)

Particulars	Period Ended 31 st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Details of Sales of Products - Trading	12382.68	57898.76	43625.36	53239.95
Details of Sales of Products - Manufacturing	7176.47	18172.30	23349.35	24637.01
Details of Service Income	-	119.44	131.85	20.59
Total	19559.16	76190.51	67106.56	77897.55

*As certified by the Statutory Auditors through certificate dated January 29, 2025.

Revenue From Operations*(Rs. In Lakhs)*

Particulars	Period Ended August 31, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Sale of products				
Net Sales of Yarn	12382.68	57898.76	43625.36	36084.13
Net Sale of cotton fabrics	-	-	-	15401.54
Total	12382.68	57898.76	43625.36	51485.67

*As certified by the Statutory Auditors through certificate dated January 29, 2025.

Product-wise Revenue Bifurcation*(Rs. In Lakhs)*

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Sale of Dyed Cloth	100.62	322.72	2439.86	5537.52
Sale of Dyed Cloth (Export)	-	-	66.86	393.93
Sale of Grey Fabrics	7075.85	17849.17	20841.16	20459.56
Scrap Sale	-	0.40	1.47	0.28
Total (B)	7176.47	18172.30	23349.35	26391.29
Income from Job work	-	119.44	131.85	20.59
Total ©	-	119.44	131.85	20.59
Total (A)+(B)+(C)	19.559.16	76190.51	67106.56	77897.55
Other Income	16.00	117.92	194.72	42.91

*As certified by the Statutory Auditors through certificate dated January 29, 2025.

Geography-wise Revenue Bifurcation*(Rs. In Lakhs)*

Particulars	Period Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
State wise bifurcation				
Delhi	18.72	23.93	-	8.35
Gujarat	19472.06	76022.65	67021.01	77446.60
Karnataka	51.81	18.55	-	8.36
Maharashtra	22.30	32.86	-	0.77
Rajasthan	-	17.93	18.69	(4.72)
West Bengal	(5.74)	74.59	-	44.61
Madhya Pradesh	-	-	-	(0.34)
Total Domestic Revenue	19559.16	76190.51	67039.70	77503.62
Foreign Country wise				
Nepal	-	-	66.86	393.93
Total Export Revenue	-	-	66.86	393.93
Revenue from operations	19559.16	76190.51	67106.56	77897.55

*As certified by the Statutory Auditors through certificate dated January 29, 2025.


Key performance indicators of our Company:-
(Amount Rs. in lakhs except percentages and ratios)

Particulars	Stub Period	For the year ended on March 31		
	August 31, 2024*	2024	2023	2022
Revenue from operations	19559.16	76190.50	67106.56	77897.55
EBITDA	712.61	1172.14	1319.11	1269.96
EBIT	504.08	678.78	839.49	876.47
EBITDA margin (%)	3.64	1.54	1.97	1.63
PAT	288.78	350.43	548.77	519.45
Net Profit margin (%)	1.48	0.46	0.82	0.67
Net worth	4012.10	3723.32	3373.58	2825.50
Return on capital employed (%)	6.40	8.39	10.58	10.98
Return on equity (%)	7.47	9.88	17.70	36.77
Debt to equity ratio (times)	0.87	1.07	1.26	1.75
Fixed Asset Turnover Ratio (times)	3.64	13.68	11.23	13.02

**Not annualized.*
Explanation for the Key Performance Indicators

Sr. No.	Key Performance Indicator	Description and Rationale
1	Revenue from Operations	Revenue from operations include revenue from sales of products in domestic and exports markets, revenue from sale of scrap, gain on foreign exchange fluctuation and other operating revenue.
2	EBITDA	Earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the period or year plus tax expense, finance cost, depreciation and amortization expenses less other income and excluding exceptional items. EBITDA provides information regarding operational profitability and efficiency of our Company.
3	EBIT	Earnings before interest and tax is calculated as the restated profit for the period or year plus tax expense and finance cost less other income and excluding exceptional items.
4	EBITDA Margin	Percentage of earnings before interest, tax, depreciation and amortization and is calculated as the restated profit for the period or year plus tax expense, finance cost, depreciation and amortization expenses excluding exceptional items. This metric helps in benchmarking the operating profitability against the historical performance of our Company.
5	Profit after tax for the period	The amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
6	Net profit margin	Percentage of the amount that remains after a company has paid off all of its operating and non-operating expenses, other liabilities and taxes. It provides information regarding the profitability of our Company.
7	Net worth	Calculated as total of share capital and other equity. It provides information on the book value of the owners' equity in the business.
8	Return on capital employed	Return on capital employed is calculated using two components, i.e. earnings before interest and tax divided by capital employed. Capital



		employed is calculated by sum of net worth and total debt less cash and cash equivalents freely available. This provides us information on efficiency of our capital deployment and utilization.
9	Return on equity	Return on Equity is calculated on the basis of net profit after tax divided by shareholder's equity and is calculated by profit after tax divided by our net worth (share capital and other equity). It indicates our Company's ability to turn equity investments into profits.
10	Debt to equity ratio	Debt to equity ratio is calculated by dividing our Company's debt by shareholders' equity (as a percentage). This metric is a measurement of our Company's financial leverage and provides us information on our current capital structure and helps us in targeting an optimized capital structure.
11	Fixed asset turnover ratio	Fixed asset turnover ratio is calculated as revenue from operations divided by property, plant and equipment.

**As certified by the Statutory Auditors through certificate dated January 29, 2025.*

Our Competitive Strengths

Capability to manufacture diverse range of Grey Fabrics through in-house weaving unit

As on the date of this Draft Prospectus, our manufacturing facility at Miroli, Ahmedabad, Gujarat has a cumulative weaving capacity of 2,00,75,000 mtrs. per annum and has capability to produce Grey Fabrics in various designs such as plain weave, twill weave, dobby weave and satin weave. We manufacture various types of Grey Fabrics such as power stretch spandex denim, light weight denim, colour denim, poly denim, ecru denim, slub denim, over dyed denim and flat finish of various dimensions including 3/1, 2/1, 6+1, 10+1 denims. We believe that having a wide product portfolio enables our Company to efficiently compete with larger fabrics players in the market who also have a wide product offering. The land on which our manufacturing unit is situated is obtained by us on registered long term lease basis from our Promoter and Managing Director Mr. Nirmalkumar Mangalchand Mittal for 10 years effective from October 1, 2024 on an annual rent of Rs. 30,000/- (excluding taxes and charges as applicable). The said lease agreement has a lock-in period of 5 years for both the parties effective from the lease commencement date. Our Company is using the said land on renewable registered long term lease basis since November 1, 2015. The in-house weaving operations enable us to stream line inventory management and production process resulting into maintenance of highquality production standards, minimizing production time and bringing cost effectiveness.

Quality control ensuring standardized product quality

We employ a reasonable quality control mechanism during the inspection of the fabrics such as colour fastness, residual shrinkage, stretchability and skew that are required to ensure that our finished product conforms with the standard quality. These tests are crucial in ensuring the quality and performance of fabrics and assist customer to understand how the fabrics will behave under different conditions, which aids in determining suitability, durability, and consumer satisfaction. These levels of quality tests and checks ensure maintenance of quality of products. We believe that our focus on quality of products has enabled us to sustain and grow our business model to benefit our customers.

Synergy of young and experienced management team with a committed employee base

We benefit extensively from the leadership of our Promoters and their experience in the textile industry and have sound knowledge of grey and denim fabrics. Our Chairman and Executive Director Mr. Gagan Nirmalkumar Mittal and Managing Director Mr. Nirmalkumar Mittal are involved in the day-to-day business and management of our Company. In addition, our Non-Executive Director Mr. Ritesh Hada, has more than 20 years of experience in the denim fabrics industry and plays important role in introducing new product models and maintaining client relationship. We are backed by a synergized crew of experienced and young support team which has been built up over the years and has been contributory in achieving the goals of our Company. Our key business functions like sales, production, finance, HR and supply chain play key role in efficient day-to-day operations of the Company. We endeavour to maintain a balance of experienced and young professionals in the team. We believe

that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities. For details regarding the Key Managerial Personnel, please refer to chapter titled "**Our Management**" on page 110 of this Draft Prospectus.

Our Business Strategies

Expand our domestic presence in existing and new markets

Currently, we derive almost 100% of our revenue from Gujarat based customers which are either manufacturers, wholesalers or traders. Going forward we intend to focus on current markets to increase our customer base and to tap new market and increase our geographical reach and customer base. To augment our efforts in increase in sales of our products, we intend to deploy additional field force consisting of sales and marketing representatives who shall meet our customers/ prospective customers to market our products. We believe that enhancing our presence in additional regions will enable us to reach out to larger population.

Focus on consistently meeting quality standards

Our Company intends to focus on adhering to the quality standards of the products. Quality of the product is very important for the company from both customer and end user point of view. Continuous quality review of products and timely corrective measures in case of quality diversion are keys for maintaining quality standards of the products. Providing the desired and good quality products help us in enhancing customer trust and maintaining long term relationships with them.

Maintaining cordial relationship with our Suppliers, Customer and employees

We believe in maintaining good relationship with our suppliers, customers and employees which are the most important factor to keep our Company growing. Our dedicated and focused approach and efficient and timely delivery of products has helped us build strong relationships with our existing customers over a number of years. Further, we believe that establishing strong, mutually beneficial long-term relationships with strategic suppliers is a critical step in improving performance across the supply chain, generating greater cost efficiency and enabling the business to grow and develop.

Continue to strive for cost efficiency

We continue to focus on further increasing our operations and improving operational effectiveness at our production facility. Higher operational effectiveness results in greater production volumes and higher sales which allows us to reduce our fixed cost per unit and thereby, increasing our profit margins. We wish to constantly pass such benefit to our customers and increase our efficiency further. We also wish to target economies of scale to gain increased negotiating power on procurement.

Our manufacturing facility at Miroli, Ahmedabad, Gujarat :-





Our Product Portfolio:

Product Type	Image
<p>Grey Fabrics</p>	

Description:

Grey Fabric is an unfinished woven textile materials that have not undergone any dyeing, printing, or finishing processes. These fabrics serve as raw materials for further processing in the textile industry, including dyeing, printing, and finishing for apparel, home textiles, and industrial applications. Denim Fabrics are durable woven textiles primarily made from cotton or blended fibers, characterized by a twill weave pattern and commonly used in the production of apparel, home furnishings, and industrial applications. These fabrics undergo various finishing processes, including dyeing and washing, to achieve the desired texture and appearance.



<p>Dyed Fabrics</p>	
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Description:
 Dyed Fabric is a textile material that have undergone a dyeing process to achieve specific colors and shades as per industry and consumer requirements. These fabrics are used in apparel, home textiles, and industrial applications.

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<p>Yarn</p>	
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Description:
 Yarn is the final output of the spinning process and serves as the primary raw material for the production of woven or knitted cotton fabrics. Cotton yarn is utilized in the manufacturing of various types of fabrics, either in its pure form or in combination with other fibers in specified proportions to achieve desired characteristics, such as enhanced luster or increased elasticity.

Manufacturing Process:





Procurement of yarn:

Our Company requires yarn which is a major raw material for our manufacturing process. We procure the raw materials directly from the local suppliers, located in Gujarat.

Warping of yarn:

Warping process is done for making a weavers beam. The parallel winding of warp ends from many cones on to a warp beam is called warping. It includes arranging of yarn threads in long parallel lengths of equal tension, onto a beam in preparation for weaving. During the warping process cones of yarn are placed onto a rack called a creel. From this creel yarn passes through tension and spacing devices and through a leasing reed which separates the yarn threads and keeps them in the correct order before being wound onto a warping balloon.

Drawing-in:

The warp yarn is then threaded through the heddles, which are wire frames designed to separate the warp threads, allowing the weft to pass through during the weaving process.

Weaving:

The weaving process involves the interlacing of weft yarn with warp yarn to produce a fabric. This process is typically carried out on a loom, a specialized machine that keeps the warp yarn stretched under tension. The weft yarn is then inserted across the warp with the help of air jet. This systematic interlacing creates the structure and pattern of the fabric.

Beating-up:

After each insertion of the weft yarn, it is firmly pressed into place against the fell of the cloth—the edge where the woven fabric is forming. This process, known as "beating-up," is carried out using a reed, which ensures that the weft yarn is tightly packed and uniformly integrated into the weave, contributing to the strength and consistency of the fabric.

Taking-up and Winding:

During the weaving process, the newly formed fabric is wound onto a cloth beam, a procedure known as "take-up." This action ensures consistent tension across the fabric, contributing to its uniformity and quality.

Inspection and quality control:

The finished fabric undergoes a thorough inspection to identify any defects, and quality control measures are implemented to ensure it meets the specified standards and requirements.

Packaging & Dispatch:

The finished products are stacked in plastic packaging and are sent to the stockroom facility and from thereon it is dispatched to the buyers.

PLANT & MACHINERY

Some of the major plant & machineries installed in our unit include 120 airjet loom machines, air compressors, knotting machine, inspection and mending machines, dryers, hydraulic trolley.

INSTALLED CAPACITY & CAPACITY UTILISATION:-

Capacity of the Plant

Particular	Total
Production capacity per day	50000 to 55000 meters, depend on quality of fabrics meters/day
No. of Days/year	365
Installed Capacity of Plant/Year (meter)	2,00,75,000



Capacity utilization of the Plant

Particulars	FY 21-22	FY 22-23	FY 23-24	FY 24-25 (August 31, 2024)
Installed capacity in Meter	2,00,75,000	2,00,75,000	2,00,75,000	2,00,75,000
Production Total in Meter	15665976.32	13983897.84	14022801.84	5207294.00
Capacity Utilization in % / Meter	78.04	69.66	69.85	62.25*

*Annualised rate

As certified by Pranav Parikh, Chartered Engineer, through his certificate dated February 11, 2025.

Information relating to our production capacities and the historical capacity utilization of our production facilities included in this Draft Prospectus is based on certain assumptions and has been subjected to rounding off and future production and capacity utilization may vary. For details, please refer to Chapter titled “**Risk factors**” page 25 of this Draft Prospectus.

SALES AND MARKETING:

The senior management is actively involved in managing client relationships and business development through targeted interaction with multiple contacts at different levels. 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. In order to maintain good relation with our customers, our Promoters and our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of our customers. Our prime consideration for customer selection is timely payments and consistency in purchases.

COMPETITION:

The industry in which we operate is highly competitive and fragmented. Competition emerges from small as well as big players in the textile and home furnishing industry. Our competition varies across various markets and geographical areas. We face competition from both domestic and international companies. We compete primarily on the basis of product quality, technology, cost, delivery and service, as well as quality and depth of senior level relationships. Further, some of our current and potential competitors include large international companies that have longer operating histories, better name recognition, greater ability to influence industry standards, access to larger customer bases and significantly greater financial, sales and marketing, manufacturing, distribution, technical and other resources than we have. Some of our significant competitors in the organized segment includes R&B Denims Limited, Sanathan Textiles Limited and Shanti Spintex Limited.

INFRASTRUCTURE & UTILITIES:

Raw Materials: The essential raw material used by our manufacturing facility for production of denim fabrics is yarn which is procured by us majorly from Gujarat.

Power: The requirement of power for our operations, like power for lighting and operating the plant/machinery/equipment is met through the state electricity board i.e. Uttar Gujarat Vij Company Ltd. In 2024, as our step towards environmental sustainability and to reduce the power cost, we have installed the 999 KW rooftop solar plant at our manufacturing facility located at Miroli, Ahmedabad, Gujarat. Our Company has outsourced all operations and maintenance activities relating to rooftop solar plant to a third party. The electricity generated from the rooftop solar plant is adjusted by UGVCL against our electricity bill of manufacturing facility.

Water: The existing water requirement for our manufacturing unit is met from local sources.

Manpower: We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. We aim towards recruiting the talent that we need, facilitating the integration of our employees into the Company and encouraging the development of skills in order to support our performance and the growth of our operations. As on August 31, 2024, our Company has employed around 94 employees (including labour) at various levels of the Organization.

Following is the department wise bifurcation of on roll employees:

Sr No.	Department	No. of Employees
1	Administration including compliance & finance	7
2	Dispatch	2
3	Electrical	2
4	HR & Admin	1
5	Weaving, Maintenance & Sales	81
6	General	1
Total		94

Transportation: For procurement of raw material from suppliers and to deliver our products to customers we have adopted facility of third party transportation.

IMMOVABLE PROPERTIES:

1. Immovable Properties owned by our Company:

As on the date of this Draft Prospectus, immovable property owned by our company is given here below:

Sr. No.	Date of Agreement	Name of Seller(s)	Address	Purpose	Area (Square Meter)	Consideration (In ₹)
1.	April 18, 2015	1. Mr. Arvindbhai Viththalbhai Patel 2. Mr. Jitendrabhai Viththalbhai Patel 3. Ravjibhai Khushalbhai Patel 4. Kanubhai Khushalbhai Patel	Block / Survey No. 188, Khata No. 337, situated at Village- Timba, Ta.: Dascroi, Dist.: Ahmedabad-14	Given on lease to United Polyfab Gujarat Limited for a lease amount of Rs. 40,000/- per month for a lease period of 10 years effective from August 30, 2016.	Admeasuring about 15,934 sq. mtr.	₹ 35,14,500/- (Rupees Thirty Five Lakhs Fourteen Thousand Five Hundred Only)

2. Properties taken on lease or NoC basis by our Company:

The Details of the Immovable property taken on lease/rent or NoC basis is given here below:

Sr. No.	Agreement Date	Name of Lessor/Owner	Name of Lessee	Description of Property	Usage Purpose	Lease Amount (In ₹)	Tenure
1.	October 21, 2024	Mr. Nirmalkumar Mangalchand Mittal	United Techfab Limited	Block No. 416, Khata No. 610, Village: Miroli, Ta.: Dascroi, Dist.: Ahmedabad-382425, Gujarat.	Registered Office & Manufacturing Unit	Yearly lease fee of ₹ 30,000/-	10 years w.e.f October 1, 2024
2.	September 12, 2024	United Polyfab Private Limited	United Techfab Limited	238/239, Shahwadi, Opp. Arvee Denim, Narol-	Corporate Office	-	-



Sr. No.	Agreement Date	Name of Lessor/Owner	Name of Lessee	Description of Property	Usage Purpose	Lease Amount (In ₹)	Tenure
				Sarkhej Highway, Ahmedabad-382405, Gujarat, India			

INTELLECTUAL PROPERTY

The Company does not have any intellectual property.

Domain Name

Sr. No.	Domain Name	Registrar Name and IANA ID	Creation Date	Registry Expiry Date
1.	Domain name – https://unitedtechfab.com/	GoDaddy.com, LLC IANA ID: 146	September 17, 2024	September 17, 2025

CORPORATE SOCIAL RESPONSIBILITY

We have adopted and implemented a CSR Policy pursuant to which we carry out CSR activities. In terms of our CSR policy, our CSR expenditure may be towards, amongst others, eradicating hunger, poverty and malnutrition, promoting health care, promoting education, promoting gender equality, empowering women, ensuring environmental sustainability, ecological balance etc. During the period ended August 31, 2024 and in Fiscal 2024 and Fiscals 2023, we spent Nil, ₹ 10.58 Lakhs, ₹ 7.53 Lakhs and Nil, towards CSR activities in compliance with applicable laws.

SWOT ANALYSIS

A SWOT (Strengths, Weaknesses, Opportunities, and Threats) analysis is a useful tool for evaluating the overall position of a business in its market. For United Techfab Limited, here is a snap of our analysis for prevailing market conditions:

Strengths:

- Extensive experience of Promoters in Textile industry i.e. for more than 20 years.
- Capability to manufacture diverse range of fabrics
- Stringent Quality Control Mechanism ensuring standardized product quality
- Synergy of young and experienced management team with a committed employee base
- Easy availability of raw material i.e. yarns in local domestic market

Weakness:

- Presence in competitive textile industry
- Sourcing of Raw Material at competitive rates to ensure minimum impact on production costs
- Reliance on suppliers for raw materials like yarn, which could be a risk factor in case of supply chain disruptions
- Cotton being a commodity product the fluctuation in price of cotton might affect production costs resulting into reduced profit margin.

Opportunities:

- Production of diverse range of fabric is a combination of art and science. There is lot of scope for the innovators to develop new products in Textiles.
- Apart from the Domestic market, export of our products is most likely to provide great business opportunities in the future.
- Exploring new markets or demographics can drive growth.



Threats:

- Any adverse change in Government Policies/Regulations
- Fluctuation in raw material prices.
- Low technology barrier which results into stiff competition and lower margins on product.
- Low product differentiation.

END USERS

The end users of fabrics and yarn can vary across different industries. Cotton yarn is commonly used in the textile and apparel industry for making various kinds of fabrics, grey cloth and denim. The Grey Fabric is commonly used in textile processing units for dyeing, printing, and finishing apparel and garment manufacturers, home textile producers and industrial textile users. We strive to reach the pinnacle of trust in domestic as well as global market by adhering to sustainable means of production.

COLLABORATIONS/ CONSORTIUMS/ JOINT VENTURES:

Except as disclosed in this Draft Prospectus and in the normal course of business, we do not have any Collaboration/Consortiums/ Joint Ventures as on date.

INSURANCE

Our operations are subject to risks inherent in manufacturing facilities such as risk of equipment failure, work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property and equipment and environmental damage. Our significant insurance policies consist of, among others, property insurance (building, stock, furniture & fixture and plant & machinery), burglary insurance of stock, windmill property insurance and vehicle insurance. Our insurance policies may not be sufficient to cover our economic loss. For further details, kindly refer the section on “**Risk Factors**” beginning on page 25 of this Draft Prospectus. Our insurance coverage may not adequately protect us against all material hazards, which may affect our business, results of operations and financial condition.

Insurance Company	Cholamandalam MS General Insurance Company Ltd.	
Policy Number	2130/01998237/000/00	
Name of Insured/Proposer*	United Techfab Limited	
Period of Insurance	From January 24, 2025 to January 23, 2026	
Total Sum assured (in ₹)	87,65,00,000/-	
Premium Paid, excluding GST (in ₹)	11,74,510/-	
Nature of goods covered:	1.	Building All type of Civil Work including but not limited to Buildings, Plinth & Foundation, Internal Roads, Compound Walls, Gates, Drainage System and any other civil work / structures etc anywhere in the Premises Capitalized in the books of accounts including CWIP items, including hired/leased/rented property. Sum Insured ₹ 8,50,00,000/-
	2.	Furniture And Fixture All FFF, Electrical Installations, Office Equipment, Computer Systems including peripheral devices etc lying or stored anywhere in the premises including CWIP items, including hired/leased/rented property. Sum Insured ₹ 15,00,000/-
	3.	Others solar panels installed over roof top Sum Insured ₹ 5,00,00,000/-
	4.	Plant And Machinery All type of Plant and Machineries incl. Accessories, Lab Equipment, Patterns / Models / Moulds / Plans / Designs / Catalysts as applicable, including property outside plant premises belonging to insured such as pipelines/cables/etc to & from plant premises, Sum Insured ₹ 67,00,00,000/-



	including plant and machinery held in trust etc, lying or stored anywhere in the Premises, including CWIP items, including hired/leased/rented property.	
5.	Stocks in Process All types of Stocks (Yarn, Fabric, Grey, Cotton, Synthetic Cloth) including but not limited to Raw Materials, Finished Goods, Semi finished Goods, Stocks in Process, Packing Materials, Consumables, Stores & Spares items, Catalysts & Promotional items as applicable, including Goods held in trust and/or commission and all other Items pertaining to Insured's trade lying anywhere in the premises including in open.	Sum Insured ₹ 7,00,00,000/-
	Total	₹ 87,65,00,000/-

FINANCIAL INDEBTEDNESS

For the details regarding our indebtedness, please refer "*Restated Financial Information*" beginning from page no. 184 of Draft Prospectus.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. We are subject to a number of Central and State legislations which regulate substantive and procedural aspects of the business. Additionally, the operations require sanctions and approvals from the concerned authorities, under the relevant Central and State legislations and local laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. The regulations set out below are not exhaustive and are only intended to provide general information to the bidders.

BUSINESS/TRADE RELATED LAWS/REGULATIONS

National Textile Policy, 2000

The National Textile Policy, 2000 (“NTP 2000”) aims at facilitating the growth of the textile industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing and to equip the textile industry to withstand pressures of import penetration and maintain a dominant presence in the domestic market. NTP 2000 aims at developing a strong and vibrant textile industry that can produce quality products at acceptable prices. This objective is sought to be achieved by liberalizing controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. Major thrust areas of NTP 2000 include increase in exports and innovating marketing strategies, product diversification along with quality consciousness, among others. Additionally, certain sector specific initiatives envisaged under the NTP 2000 include initiatives regarding improving the availability, productivity and quality of raw materials at reasonable prices for the industry, improving the production, productivity and quality of cotton. Initiatives were also proposed for the spinning sector, weaving sector, organised mill industries, power loom industry, knitting sector, processing and finishing sector for achieving ISO 9000 and ISO 14000 standards. Export specific reforms were also proposed in order to be consistent with World Trade Organization norms.

Ministry of Textiles is contemplating a New Textile Policy which has not been finalized and it is at draft stage. The New Textile Policy, inter alia, will give thrust on enhancing export performance and creating better employment opportunities. The New Textile Policy is being formulated by holding widespread consultations with various associations, industry bodies, State Governments and other stakeholders representing subsectors viz. Cotton, Silk, Jute Wool, Handloom, Handicrafts, Power loom etc. This is outdated policy and can be replaced by new policy.

The Textiles Committee Act, 1963

The Textile Committee Act, 1963 was enacted in 1963 to provide for the establishment of a committee for ensuring the quality of textiles and textile machinery and for matters connected therewith. The Act prescribes for establishment of a textile committee with the general objective of ensuring a standard quality of textiles both for internal marketing and export purposes as well as standardisation of the type of textile machinery used for manufacture. In addition to the general objection as mentioned above, the function of the Textile Committee inter alia include, to undertake, assist and encourage, scientific, technological and economic research in textile industry and textile machinery, promotion of export of textile and textile machinery, establishing or adopting or recognising standard specifications for textile and packing materials used in the packing of textiles or textile machinery for purpose of export and internal consumption and affix suitable marks on such standardized varieties of textiles and packing materials, specify the type of quality control or inspection which will be applied to textile or textile machinery, provide for training in the techniques of quality control to be applied to textiles or textile machinery, provide for inspection and examination of textiles, textile machinery and packing material used in the packing of textile and textile machinery, establishing laboratories and text houses for testing of textiles and data collection and such other matters related to the textile industry.

Production-Linked Incentive Scheme in Textiles Products

In November 2020, the Union Cabinet approved the introduction of the Production-Linked Incentive Scheme in Textiles Products to enhance India’s Manufacturing Capabilities as well as Exports. An amount of ₹ 10,683 crore has been approved as an outlay for a period of 5 years. This initiative will be implemented by the Ministry of Textile and is expected to cover forty product categories under man-made fibre.

Textile (Development and Regulation) Order, 2001

The Textile (Development and Regulation) Order, 2001 (“Textile Order”) was brought into force by the Central Government under Section 3 of the Essential Commodities Act, 1955 and repealed the Textile (Development and Regulation) Order, 1993. Under the Textile Order every manufacturer of textiles, textile machinery and every person dealing with textiles shall keep books of accounts, data and other records relating to his business in the matter of production,



processing, import, export, supply, distribution, sale, consumption, etc. and shall furnish such returns or information in respect of their business as and when directed by the Textile Commissioner. The Textile Order further provides that no person shall make any markings on any textiles resembling the brand name or trade name of any other person who has applied for or obtained a registration to that effect under the Trade Marks Act, 1999, except under and limited to the extent of specific authorization by the holder of or applicant for such brand or trade name.

Quality Cotton Bales (Control) Order, 2023

Ministry of Textiles vide. S.O. 948(E) dated 28th February 2023 has notified the Cotton Bales (Quality Control) Order, 2023 which has come into force from on 27th August, 2024, thereby mandating the suppliers of cotton bales to obtain a BIS certificate on or before 27th August 2023. The aforesaid Cotton Bales (Quality Control) Order, 2023 prescribes the requirements of bales of ginned cotton as well as the requirements of the materials used for the packing of bales.

Gujarat Textile Policy, 2024

The latest Gujarat Textile Policy, 2023-28, aims to boost the textile industry by providing various incentives and support mechanisms. Key features include financial assistance for new textile parks, capital investment subsidies, interest subsidies on term loans, and power tariff concessions. The policy emphasizes sustainable practices, promoting the use of renewable energy and water conservation. It also supports the modernization of existing textile units and encourages technical textiles production. Special provisions are made for the development of the value chain, skill development programs, and ease of doing business through streamlined regulatory processes.

Consumer Protection Act, 2019

The Consumer Protection Act, 2019, 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 protect 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 t to include persons engaged in offline or online transactions through electronic means or by tele -shopping or direct-selling or multi-level marketing. Substantial changes were introduced by the Consumer Protection Act through the introduction of Consumer Protection (E-Commerce) Rules, 2020 which led to the 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. In addition to awarding compensation and/or passing corrective orders, the forums, and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs. In cases of manufacturing for sale or storing, selling, or distributing or importing products containing an adulterant, the imprisonment may vary between six months to seven years and fine between one lakh to ten lakh depending upon the nature of injury to the consumer.

Shops and Establishment Legislations

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. Our offices are required to be registered under the shops and establishments legislations of the states where they are located.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honored by their bankers and returned unpaid. Section 138 of the Act creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, or with fine which may extend to twice the amount of the cheque, or with both.

The Arbitration and Conciliation Act, 1996

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressed) Act, 2013 (SHWPPR Act) provides for protection against sexual harassment at the workplace to women and prevention and redressed of complaints of sexual Harassment. The SHWPPR Act defines-Sexual Harassment to include any unwelcome sexually determined behaviour (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an Internal Complaints Committee at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a Local Complaint Committee at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

The Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 regulates the employment of contract labour in the textile industry and other sectors in Gujarat. It mandates that establishments engaging 20 or more contract workers obtain a license from the appropriate government authority. The Act ensures that contract labourers receive wages and benefits equal to those of regular employees for similar work. It also outlines provisions for ensuring decent working conditions, health, safety, and welfare amenities for contract labourers. Additionally, the Act empowers authorities to inspect premises to verify compliance with statutory provisions and take necessary actions for enforcement. Companies in the textile industry in Gujarat must adhere to these regulations to avoid penalties and legal implications.

The Employees' State Insurance Act, 1948

The Employees' State Insurance Act, 1948 (ESI Act) mandates social security and healthcare benefits for employees and their dependents. Under this act, textile industry companies in India employing 10 or more persons must contribute to the Employees' State Insurance Corporation (ESIC). The contributions fund medical, sickness, maternity, disablement, and survivor benefits. Employers are required to register their eligible employees and deduct contributions from their wages, with the company also contributing a matching amount. Compliance with the ESI Act ensures that employees receive essential healthcare benefits, contributing to their overall welfare and productivity within the textile industry in Gujarat.

Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976, as amended (ER Act) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

Occupational Safety, Health and Working Conditions Code, 2020

The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions Of Service) Act, 1996.

The Micro, Small and Medium Enterprises Development Act, 2006 (the "Act")

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry

mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, The Government, in the Ministry of Micro, Small and Medium Enterprises has via announcement in the Budget, a notification dated February 1, 2025 revising the definition and criterion and the same came into effect from February 01, 2025. The notification revised the definitions of "Micro enterprise", where the investment in plant and machinery or equipment does not exceed Rupees Two Crore and Fifty Lacs and the turnover does not exceed Rupees Ten Crore; "Small Enterprise", where the investment in plant and machinery or equipment does not exceed Rupees Twenty- Five Crore and the turnover does not exceed Rupees One Hundred crore; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed Rupees One Hundred and Twenty Five Crores and the turnover does not exceed Rupees Five Hundred crores.

Export Promotion Capital Goods Scheme ("EPCG Scheme"):

To facilitate import of capital goods for producing quality goods and services to enhance India's export competitiveness. EPCG Scheme covers manufacturer exporters with or without supporting manufacturer(s), merchant exporters tied to supporting manufacturer(s) and service providers. Also covers a service provide who is designated/ certified as a Common Service Provider (CSP) by the DGFT. The EPCG Scheme allows import of capital goods for pre-production, production, and post-production at zero% customs duty subject to and export obligation equivalent to six times of the duty saved on capital goods imported under the EPCG Scheme to be fulfilled over a period of six years reckoned from the date of issuance of authorization. Capital Goods would be allowed at 0% duty for exports of agricultural products and their value-added variants. However, in respect of EPCG licenses with a duty saved of Rs. 1,000 million or more, the same export obligation shall be required to be fulfilled over a period of 12 years.

The Legal Metrology Act, 2009 ("Legal Metrology Act")

The Legal Metrology Act, along with the relevant rules, establishes and enforces standards of weights and measures, regulates trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or numbers. Any transaction relating to goods, or a class of goods shall be as per the weight, measurements or numbers prescribed by the Legal Metrology Act. The Central Government is empowered to appoint a director to exercise the powers and to discharge duties. The Legal Metrology Act prohibits the manufacture, packing, selling, importing, distributing, delivering, offer for sale of any pre-packaged commodity if such does not adhere to the standard regulations set out.

The Companies Act 1956 and the Companies Act, 2013

The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. The provision of this Act shall apply to all the companies incorporated either under this Act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the Act.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 codifies the way in which a contract may be entered into, executed, capacity of the parties to enter into a contract, essentials of a valid contract and 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 consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

Competition Act, 2002

The Competition Act, 2002 ("Competition Act") aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anticompetitive agreements, abuse of dominant position and combinations. The Competition Commission of India ("Competition Commission") which became operational from May 20, 2009 has been established under the Competition Act to deal with



inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Specific Relief Act, 1963

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

The Indian Stamp Act, 1899

The Indian Stamp Act, 1899, is a law governing the taxation of documents in India. It mandates the payment of stamp duty on certain types of documents such as agreements, contracts, conveyances, leases, and bonds, which serve as evidence in legal proceedings. The act outlines the types of documents liable for stamp duty, the rates applicable, and the procedures for paying and affixing stamps. Amendments over time have refined these provisions, expanding the scope of taxable documents and introducing digital options for stamp duty payment. The primary purpose of the Act is to generate revenue for the government and ensure proper documentation for legal validity in transactions.

Gujarat Stamp Act, 1958

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Gujarat are empowered to prescribe or alter the stamp duty as per their need.

SEBI REGULATIONS:

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various Rules and Regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from the SEBI Act, 1992, Securities Contract (Regulation) Act 1956, Securities Contract (Regulation) Rules 1957 and other rules and regulations, listed entities are mainly regulated by SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

TAX RELATED REGULATIONS

Income Tax Act, 1961:

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states.

Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST.

Customs Act, 1962

The provisions of the Customs Act, 1962 and Rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administrated by Central Board of Indirect Taxes and Customs under the Ministry of Finance.

EMPLOYMENT AND LABOUR LAWS

The Factories Act, 1948

The Factories Act, 1948, governs the regulation of working conditions in factories across India. It mandates provisions for ensuring the health, safety, welfare, and working hours of workers. Under this Act, textile factories must comply with regulations regarding ventilation, lighting, cleanliness, and sanitation facilities. It specifies guidelines for the employment of young persons and women, including restrictions on night shifts and hazardous processes. The Act also requires factory registration with the state government and mandates periodic inspections by factory inspectors to ensure adherence to prescribed standards. Compliance with the Factories Act, 1948, is essential for textile industry companies in India to maintain safe and conducive working environments while meeting legal obligations.

The Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947, is pivotal for textile industry companies in India, governing the resolution of disputes between employers and employees. It mandates the establishment of mechanisms for conciliation, arbitration, and adjudication to settle disputes arising from employment matters, including wages, working conditions, layoffs, and closures. The Act promotes industrial peace through fair practices and mechanisms for negotiating collective agreements between employers and workers' unions. It requires compliance with procedural formalities for layoffs, retrenchments, and closures of establishments, ensuring equitable treatment and protection of workers' rights. Adherence to the provisions of this Act is essential to maintain harmonious industrial relations and mitigate potential disruptions within textile manufacturing units in India.

The Gujarat Fire Prevention and Life Safety Measures Act, 2013 (Gujarat Act No. 11 of 2013)

An Act to make effective provisions for the fire prevention, safety and protection of life and property, in various types of buildings and temporary structures or shamiyana or tents or mandap likely to cause a risk of fire in different areas in the State of Gujarat and for matters connected therewith or incidental thereto. Whereas it is expedient to make effective provisions for the fire prevention, safety and protection of life and property in various types of buildings and temporary structures or shamiyana or tents or mandap likely to cause a risk of fire, in different areas in the State of Gujarat, fire service fee, constitution of a special fund and for the purposes connected therewith or incidental thereto;

Child Labour (Prohibition and Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

Gujarat Factories Rules, 1963

The Factories Act is a social legislation that has been enacted for occupational safety, health, and welfare of workers at work place. The State of Gujarat has formulated its rules as envisaged under the Act and they are known as The Gujarat Factories Rules, 1963. The Gujarat Labour and Employment Department issued the Gujarat Factories (Amendment) Rules, 2021 to further amend the Gujarat Factories Rules, 1963.

Employee’ s Compensation Act, 1923

The Employees’ Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employees’ Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employees’ Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations thereof. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees’ Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of death/serious bodily injury.

Maternity Benefit Act, 1961

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

Industrial Employment (Standing Orders) Act, 1946 (the “Standing Orders”)

The Standing Orders were passed by the Central Government to bring uniformity in the terms of employment in industrial establishments so as to minimize industrial conflicts. The Standing Orders play a key role in defining the terms and conditions of employment within industrial employment. The highlights of the Standing Orders such as classification of workmen, manner of intimation to workers about work and wage related details. Attendance and conditions for leaves, conditions of termination of employment and means of redressal for workmen in different matters.

ENVIRONMENTAL RELATED LAWS

National Environmental Policy, 2006

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), and strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:—

Conservation of Critical Environmental Resources.

- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity

- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

Water

Legislations to control water pollution are listed below:

The Water (Prevention and Control of Pollution) Act, 1974 prohibits the discharge of pollutants into water bodies beyond a given standard, and lays down penalties for non-compliance. The Water Act also provides that the consent of the State Pollution Control Board must be obtained prior to opening of any new outlets or discharges, which is likely to discharge sewage or effluent.

The Water (Prevention and Control of Pollution) Act, 1974

The Act provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water Prevention and Control of Pollution) Act, 1974.

The Air (Prevention and Control of Pollution) Act, 1981

The Act requires that any individual or institution responsible for Emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity. National Ambient Air Quality Standards (NAAQS) for major pollutants were notified by the Central Pollution Control Board in April 1994.

Hazardous Wastes

There are several legislations that directly or indirectly deal with hazardous wastes. The relevant legislations are:

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

The Public Liability Insurance Act, 1991

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

These Rules require that the occupier and the operator of the facility, that treats hazardous wastes, must properly collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. Schedule I of the said Rules lists out the primary and secondary production of aluminium as a process that generates hazardous waste and therefore requires compliance under these Rules.

The Solid Waste Management Rules, 2016

The Solid Waste Management Rules, 2016, notified by the Ministry of Environment, Forest and Climate Change (MoEFCC), aim to provide a comprehensive framework for the management of municipal solid waste (MSW) in India. These rules mandate the segregation of waste at the source into dry, wet, and hazardous categories, emphasizing recycling, composting, and energy recovery. Municipalities are tasked with ensuring the proper collection, transportation, and disposal of segregated waste, with a focus on reducing landfill use and encouraging waste-to-energy projects. The rules also introduce Extended Producer Responsibility (EPR), which holds producers accountable for managing the waste generated by their products once they are discarded. The rules promote community involvement, waste minimization at the source, and the establishment of sanitary landfills for safe disposal. Furthermore, industries that withdraw groundwater for their operations must obtain a No Objection Certificate (NOC) from the Central Ground Water Authority (CGWA), as per the order of the Hon'ble National Green Tribunal, to ensure sustainable and regulated groundwater usage. These provisions aim to ensure effective waste management practices and environmental protection.



Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

LAWS RELATING TO INTELLECTUAL PROPERTY

Trademarks Act, 1999

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colours or any combination thereof.

The Patents Act, 1970

In India, the patent system is regulated by the Patents Act and as per the Patents Act, a patent is a type of intellectual property right that relates to inventions. The government grants the patentee a limited-time exclusive right in exchange for full disclosure of his invention, preventing others from creating, utilizing, importing, or selling the patented product, or from using the process to produce it. Since India is a party to the Agreement on Trade Related Aspects of Intellectual Property Rights, it must acknowledge both process and product patents. The Patents Act stipulates that certain types of inventions and materials may not be granted patent protection, even if they meet the aforementioned requirements, in addition to the general requirement that an invention must satisfy the requirements of novelty, utility, and non-obviousness in order to avail patent protection.

The Designs Act, 2000 (Designs Act)

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

The Copyright Act, 1957

Copyright protection in India is governed by the Copyright Act and the Rules made thereunder. Although obtaining or enforcing a copyright in an otherwise protectable work does not require copyright registration, registration under the copyright laws serves as prima facie evidence of the information entered therein and speeds up infringement proceedings by minimizing delays brought on by evidentiary considerations. According to the Copyright Act, infractions are punishable by a fine, imprisonment, or both, with the severity of the penalty increasing for repeat offenders.

FOREIGN INVESTMENT AND TRADE REGULATIONS

Foreign Exchange Laws

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999 (“FEMA”) along with the rules, regulations and notifications made by the Reserve Bank of India (“RBI”) thereunder, and the consolidated Foreign Direct Investment (“FDI) Policy (“FDI Policy) (effective from October 15, 2020) issued by the Department of Industrial Policy and Promotion (“DIPP”), Ministry of Commerce and Industry, Government of India from time to time. The FDI Policy consolidates all the press notes, press releases, and clarifications on FDI issued by DIPP. Further, the RBI has enacted the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (“FEMA Rules”) and the Foreign

Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulate the mode of payment and reporting requirements for investments in India by a person resident outside India. The FEMA Rules, and the FDI Policy prescribe certain requirements with respect to downstream investments by Indian companies that are owned or controlled by foreign entities and with respect to foreign investment into India and transfer of ownership or control of Indian companies in sectors with caps on foreign investment from resident Indian persons or entity to foreigners, as well as such transactions between foreigners. Requirements under these laws currently include restrictions on pricing, issue transfer, valuation of shares and sources of funding for such investments, and may, in certain cases, require prior notice for approval of the Government of India. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route. Under the FDI Policy, foreign direct investment is permitted up to 100% on the automatic route, in sectors which are not specifically listed or prohibited in the Policy (including the information technology sector), subject to applicable laws or regulations, security and other conditionalities. Accordingly, the FDI Policy permits our Company 100% FDI under the automatic route. Further, in accordance with Press Note No. 4 (2020 Series), dated April 17, 2020, issued by the DPIIT, all investments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy.

Foreign Exchange Management (Overseas Investment) Rules, 2022 (“ODI Rules”)

The RBI, with an aim to operationalise a new overseas investment regime, has introduced the ODI Rules and the Foreign Exchange Management (Overseas Investment) Regulations, 2022 (“ODI Regulations”), vide Notification No. G.S.R. 646(E) and Notification No. FEMA 400/2022-RB dated August 22, 2022 respectively. Further, the Foreign Exchange Management (Overseas Investment) Directions, 2022 (“ODI Directions”) were introduced to be read with the ODI Rules and the ODI Regulations. The new regime simplifies the framework to cover wider economic activity and thereby, significantly reducing the need for specific approvals. Investment may be made by an Indian entity only in a foreign entity engaged in activities permissible under the law in force in India and the host jurisdiction. Any manner of Overseas Direct Investment (“ODI”) by an Indian entity shall be made as prescribed in the ODI Rules, namely: (i) subscription as part of MoA or purchase of equity capital, (ii) acquisition through bidding or tender procedure, (iii) acquisition of equity capital by way of rights issue or allotment of bonus shares, (iv) capitalisation of any amount due from the foreign entity subject to applicable conditions, (v) swap of securities, and (vi) merger, demerger, amalgamation or any scheme of arrangement.

Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)

The FTA seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number (“IEC”) granted by the Director General of Foreign Trade, Ministry of Commerce (“DGFT”). The IEC granted to any person may be suspended or cancelled inter-alia in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder, or the foreign trade policy would become liable to a penalty under the FTA.

Other regulations:

In addition to the above, the Company is required to comply with the provisions of the any other applicable statutes imposed by the Centre or the State for its day-to-day operations.



HISTORY AND CORPORATE STRUCTURE

COMPANY'S BACKGROUND

Our Company was originally incorporated as United Techfab Private Limited as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated April 16, 2012, issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the Company dated July 5, 2024 and consequently, the name of our Company was changed from United Techfab Private Limited to United Techfab Limited and a fresh certificate of incorporation dated August 28, 2024 was issued to our Company by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U17120GJ2012PLC069888.

Our Company was originally incorporated by Mr. Gagan Nirmalkumar Mittal, Mr. Nirmalkumar Mittal, Mr. Ritesh Kamalkishore Hada, Mr. Kamalkishore Hada, and United Polyfab Private Limited, who are the existing promoters and initial subscribers to the Memorandum of Association. The Company has gained valuable expertise from the promoters' extensive experience in the textile industry, including their in-depth market knowledge and decision-making capabilities.

Our Company is primarily engaged in manufacturing and trading of Grey & Denim Fabrics ("Grey Fabrics"), Dyed Cloths and Yarn. In the financial year 2014-15, our Company established its fabric weaving unit at Miroli, Ahmedabad, Gujarat on plot area admeasuring about 11230 sq. mtrs. Our manufacturing operations commenced with the installation of 60 sets automatic shuttle Air Jet Looms during Phase 1 in the financial year 2015-16. We began our business as a manufacturer and trader of Grey Fabrics in the financial year 2016-17. Subsequently, our manufacturing capacity was augmented through the installation of an additional 60 sets of automatic shuttle Air Jet Looms, along with ancillary machinery, during Phase 2 in the financial year 2019-20. As on date of this Draft Prospectus, our Company has 120 air jet looms installed at our manufacturing unit located at Miroli which has an annual installed capacity of weaving 2,00,75,000 mtrs. of Grey Fabrics.

REGISTERED OFFICE:

Registered Office of the Company is presently situated at Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425. The Registered office of our Company has not been changed except as mentioned below:

Date of Change of Registered office	Registered Office	Reason for change
September 12, 2024	From: 238/239, Shahwadi, Opp. Arvee Denim, Narol-Sarkhej-Highway, Ahmedabad, Gujarat, India, 382045 To: Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425	For better operations and convenience

CORPORATE OFFICE:

The corporate office of the Company is presently situated at Survey No 238-239 Shahwadi, Opp Aarvee Denim Narol Sarkhej Highway, Shahwadi, Ahmedabad, Ahmadabad City, Gujarat, India, 382405.

KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

For Key Awards, Certifications, Accreditations please refer to the section "**Business Overview**" on Page no 123 of this Draft Prospectus.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

AUTHORIZED SHARE CAPITAL

The following changes have been made in the Authorized Share Capital of our Company since inception:

Date of Amendment	Particulars
On Incorporation	The Authorized Share Capital of our Company was ₹ 100 Lakhs divided into 1000000 Equity Shares of ₹ 10/- each



November 25, 2015	Increase in Authorized Equity Capital from ₹ 100 Lakh divided into 1000000 Equity Shares of ₹ 10/- each to ₹ 400 Lakh divided into 4000000 Equity Shares of ₹ 10/- each
May 7, 2021	Reclassification of Authorized Share Capital of ₹ 400 Lakh divided into 4000000 Equity Shares of ₹ 10/- each into ₹ 350 Lakh divided into 3500000 Equity Shares of ₹ 10/- each and ₹ 50 Lakh divided into 500000 6% Compulsory Convertible Non-Cumulative Preference Shares of ₹ 10/- each
August 31, 2024	Increase in Authorized Share Capital from ₹ 400 Lakh divided into 3500000 Equity Shares of ₹ 10/- each and ₹ 50 Lakh divided into 500000 6% Compulsory Convertible Non-Cumulative Preference Shares of ₹ 10/- each to ₹ 1700 Lakh consisting of ₹ 1650 Lakh divided into 16500000 Equity Shares of ₹ 10/- each and ₹ 50 Lakh divided into 500000 6% Compulsory Convertible Non-Cumulative Preference Shares of ₹ 10/- each
December 11, 2024	Re-classification of Authorized Share Capital of the Company from ₹ 1700 Lakh divided into 16500000 Equity Shares of ₹10/- each and 500000 6% Compulsory Convertible Non-Cumulative Preference Shares of ₹10 each to ₹ 1700.00 divided into 17000000 Equity Share of ₹10/- each.

NAME CLAUSE

The following changes have been made in Name Clause of our company since its inception:

Date of Shareholder's Approval	Particulars
July 5, 2024	Our Company was converted into Public Limited Company and name of company was changed from "United Techfab Private Limited" to "United Techfab Limited", vide fresh certificate of incorporation dated August 28, 2024.

OBJECT CLAUSE

No changes have been made in Object Clause of our company since its inception:

MAJOR EVENTS

Except mentioned herein below, there are no major events in the company since its incorporation:

Year	Key Events/Milestone/Achievement
2012	Incorporation of Company in the name and style of United Techfab Private Limited
2020	Increased manufacturing capacity through the installation of an additional 60 sets of automatic shuttle Air Jet Looms, along with ancillary machinery, during Phase 2.
2024	Conversion of our Company from Private Limited to Public Limited

OTHER DETAILS REGARDING OUR COMPANY

For information on our activities, services, growth, technology, marketing strategy, our standing with reference to our prominent competitors and customers, please refer to sections titled "***Business Overview***", "***Industry Overview***" and "***Management's Discussion and Analysis of Financial Conditions and Results of Operations***" beginning on page no. 123, 105 and 190 respectively of this Draft Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled "***Our Management***" and "***Capital Structure***" beginning on page nos. 151 and 61 respectively of this Draft Prospectus.

RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT

For details regarding our capital raising activities through equity or debt, please see the section entitled "***Capital Structure***" and "***Restated Financial Information***" on page nos. 61 and 184 respectively of this Draft Prospectus.



DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS AND CONVERSION OF LOANS INTO EQUITY

There have been no defaults or rescheduling of borrowings with financial institutions/banks in respect of our current borrowings from lenders. None of our outstanding loans have been converted into equity shares.

HOLDINGS AND JOINT VENTURES OF THE COMPANY

As on the date of this Draft Prospectus, our Company does not have Holding Company or Joint Venture Company.

SUBSIDIARIES OF THE COMPANY

As on the date of this Draft Prospectus, our company does not have any Subsidiary.

INJUNCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Draft Prospectus.

MANAGERIAL COMPETENCE

For managerial Competence, please refer to the section **“Our Management”** on Page no. 151 of this Draft Prospectus.

MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in last ten years.

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Draft Prospectus, the total numbers of equity shareholders are 12 (Twelve). For more details on the shareholding of the members, please see the section titled **“Capital Structure”** at page no. 61 of this Draft Prospectus.

MAIN OBJECTS AS SET OUT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

- a) To carry on in India or elsewhere the business of manufacturing, texturisers, spinners, weavers, sizers producer, printer, jobworks, dyers, processors, assemblers, ginners, bleachers, balers, knitters, pressers, carders, sizers, spinners, wool combers, carding, bleaching, combing, doubling, finishing, calendering, sizing, colouring, printing, mercerizing, reeling, winding, throwing, embroidering, blending, sorting, garneting, stretching, drying, drawing, cutting, improving, by way of installing, hiring all kinds of machineries and plants, various kind of looms, wrosted packers, reelers, refiners, distributors, traders, dealers, agent, broker, buyers, sellers, importers, and exporters, of natural and manmade fibers including cotton, staple fibre, synthetics, viscose, artificial silk, jute silk, art silk, ramie, rayon, hemp, wool, liner, nylon, terelene, cotton and synthetics waste or any other fabrics materials and yarn whether woven, non-woven, blended, spun, filament or otherwise including floor cloth, tarpauliners, table cloth, upholstery, curtains, water proofing goods and aricles, dress lining and synthetics materials knitted products, readymade garments and fabrics, cashmilon, filaments, terecotton, monofilaments, multifilaments, acrylics, polynosic, polypropylene, polymide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof available at present and as may be invented in future and to do all incidental acts and things necessary for the attainment of the foregoing objects.

SHAREHOLDERS' AGREEMENTS

Our Company has not entered into any shareholders agreement as on the date of filing this Draft Prospectus.

OTHER AGREEMENTS

As on the date of this Draft 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 as on the date of this Draft Prospectus.

JOINT VENTURE AGREEMENTS

Our Company has not entered into any joint venture agreement as on the date of this Draft Prospectus.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement as on the date of this Draft Prospectus.

STRATEGIC PARTNERS

Our Company is not having any strategic partner as on the date of filing this Draft Prospectus.

**FINANCIAL PARTNERS**

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Draft Prospectus.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at the location of our Company as on the date of this Draft Prospectus.

FRAUDULENT BORROWER

Our Company or any of our promoter or directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016

GUARANTEES GIVEN BY PROMOTERS

As on the date of this Draft Prospectus, no guarantee has been issued by our Promoters except as disclosed in the chapter titled "Financial Indebtedness" beginning on page 155 of this Draft Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

There are no injunctions/ restraining orders that have been passed against the Company.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company.

REVALUATION OF ASSETS

Our Company has neither revalued its assets nor has issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves in the last ten years.

MATERIAL AGREEMENTS

Our Company has not entered into any material agreements with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business of our Company.

TIME AND COST OVERRUN

Our Company has not experienced any significant time and cost overrun in setting up projects.

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OUR MANAGEMENT

Our Board of Directors

In accordance with Articles of Association, unless otherwise determined in a general meeting of the Company and subject to the provisions of the Companies Act, 2013 and other applicable rules, the number of Directors of the Company shall not be less than 3 and not more than 15. Our Company currently has 5 (Five) Directors on our Board, out of which 2 (Two) are Executive Directors, 1 (One) is Non-Executive Director and 2 (Two) are Independent Directors out of which one is woman Independent Director.

- | | | |
|---------------------------------------|---|-------------------------------|
| 1. Mr. Gagan Nirmalkumar Mittal | - | Chairman & Executive Director |
| 2. Mr. Nirmalkumar Mangalchand Mittal | - | Managing Director |
| 3. Mr. Ritesh Kamalkishore Hada | - | Non-Executive Director |
| 4. Ms. Sejalben Shantilal Parmar | - | Independent Director |
| 5. Mr. Safalkumar Hasmukhbhai Patel | - | Independent Director |

The following table sets forth the details regarding our Board of Directors of our Company as on the date of filing of this Draft Prospectus:

Sr. No.	Details of Director		Other Directorships/Designated Partner
1.	Name	Gagan Nirmalkumar Mittal	<ul style="list-style-type: none"> ➤ United Cotfab Limited ➤ Unitedgreen Distilleries Private Limited ➤ United Polyfab Gujarat Limited ➤ Vinod Denim Limited ➤ United Polyfab Private Limited
	DIN	00593377	
	Father's Name	Mr. Nirmalkumar Mangalchand Mittal	
	Address	32, Golden Tulip Bungalows, B/h Shreyas Foundation, Manek Baug, Ahmedabad-380015, Gujarat, India	
	Date of Birth	February 6, 1982	
	Age	43 Years	
	Designation	Chairman & Executive Director	
	Occupation	Business	
	Experience	He is having an experience of more than 19 years in the Textile Industry.	
	Qualifications	He has passed higher secondary certificate examination H.S.C (Higher Secondary Class).	
	Nationality	Indian	
	Date of Appointment	Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012. Further, his designation was changed to Executive Director w.e.f. March 14, 2014. Further, he was appointed as the Chairman of the Company w.e.f. from August 28, 2024.	
	Term	He holds office of a Executive Director for a period of 3 (three) years with effect from January 6, 2025 and is liable to retire by rotation.	
2.	Name	Mr. Nirmalkumar Mangalchand Mittal	<ul style="list-style-type: none"> ➤ United Cotfab Limited ➤ Unitedgreen Distilleries Private Limited
	DIN	01528758	
	Father's Name	Mr. Mangalchand Mittal	

Sr. No.	Details of Director		Other Directorships/Designated Partner
	Address	30, Rivera Green Gokul, Tal.: Sanand, Vill.: Sanand, Ahmedabad-382110, Gujarat, India	➤ United Polyfab Gujarat Limited
	Date of Birth	May 8, 1957	➤ United Polyfab Private Limited
	Age	67 Years	Vinod Spinners Private Limited
	Designation	Managing Director	Vinod Fabrics Pvt. Ltd.
	Occupation	Business	➤ Vinod Energy LLP
	Experience	He is having an experience of more than 18 years in the textile industry.	
	Qualifications	-	
	Nationality	Indian	
	Date of Appointment	<p>Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012.</p> <p>He then resigned from the position of Director with effect from March 23, 2021.</p> <p>He then, pursuant to approval of the Board of Directors of the Company in the Board Meeting held on November 25, 2022, appointed as an Additional Director in the Category of Executive Director with effect from November 25, 2022. Further, pursuant to approval of members in the Annual General Meeting held on September 30, 2023, his designation was changed from Additional Director to Director.</p> <p>Further, pursuant to approval of members in the Extra Ordinary General Meeting held on August 31, 2024, he was appointed as the Managing Director of the Company with effect from August 28, 2024.</p>	
	Term	He holds office of a Managing Director for a period of 3 (three) years with effect from August 28, 2024 and is liable to retire by rotation.	
3.	Name	Mr. Ritesh Kamalkishore Hada	➤ Dunes Aviation Private Limited
	DIN	01919749	➤ Unitedworld Global Knowledge Park Private Limited
	Fathers' Name	Kamalkishore Purshottamdas Hada	➤ Unitedgreen Distilleries Private Limited
	Address	38, Golden Tulip Bungalows, Behind Shreyas Foundation, Ambawadi, Ahmedabad-380015, Gujarat, India.	➤ Edumystic Knowledge Foundation
	Date of Birth	October 26, 1980	➤ Edumystic Ventures India Private Limited
	Age	44 Years	➤ United Tech Ventures Private Limited
	Designation	Non-Executive Director	
	Occupation	Business	
	Experience	He is having an experience of more than 20 years in the leadership operations in education industry.	
	Qualifications	He holds a degree of Master of Arts from De Montfort University.	
	Nationality	Indian	



Sr. No.	Details of Director		Other Directorships/Designated Partner
	Date of Appointment	Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012. Further, his designation was changed to Executive Director w.e.f. March 14, 2014. Further, pursuant to approval of members in the Extra Ordinary General Meeting held on August 31, 2024, his designation was changed from Executive Director to Non-Executive Director of the Company with effect from August 28, 2024.	<ul style="list-style-type: none"> ➤ United Eduplus Private Limited ➤ Karnavati Knowledge Foundation ➤ Edumystic Private Limited ➤ United Educare Private Limited ➤ IQ City Knowledge And Health Campus ➤ Utkarsh Foundation
	Term of Appointment and date of expiration of current term of office.	He is liable to retire by rotation.	<ul style="list-style-type: none"> ➤ United Distributors Holding Private Limited ➤ Taj Vincom Pvt Ltd ➤ Universal Distributors Private Limited ➤ United Polyfab Gujarat Limited ➤ Tradewel Construction Corporation Private Limited ➤ United Polyfab Private Limited ➤ Shreyansh Eduplus LLP ➤ Shree Balaji Eduadventure LLP ➤ Shreeyansh Edutrade LLP ➤ Karnavati Infracon LLP
4.	Name	Ms. Sejalben Shantilal Parmar	<ul style="list-style-type: none"> ➤ United Cotfab Limited ➤ United Polyfab Gujarat Limited
	DIN	07401639	
	Fathers' Name	Mr. Shantilal Gangaram Parmar	
	Address	Vankarvas, Mehmedabad, Kheda-387130, Gujarat.	
	Date of Birth	October 19, 1980	
	Age	44 Years	
	Designation	Independent Director	
	Occupation	Business	
	Experience	She is having an experience of more than four years in finance and accounting field.	
	Qualifications	She has passed Master of Arts (Part-II) Degree Examination from Gujarat University.	
	Nationality	Indian	
	Date of Appointment	Pursuant to the approval of members in the Extra-Ordinary General Meeting held on August 31, 2024 she was appointed as an Independent Director of the Company for a period of 5 (five) years with effect from August 31, 2024.	

Sr. No.	Details of Director		Other Directorships/Designated Partner
	Term of Appointment and date of expiration of current term of office.	She is not liable to retire by rotation. She holds office as an Independent Director of the Company for a period of 5 (five) years with effect from August 31, 2024 and is not liable to retire by rotation.	
5.	Name	Mr. Safalkumar Hasmukhbhai Patel	<ul style="list-style-type: none"> ➤ United Polyfab Gujarat Limited ➤ United Cotfab Limited
	DIN	08107710	
	Fathers' Name	Mr. Hasmukhbhai Somabhai Patel	
	Address	325/4, Shreyas Society, Sector-22, Gandhinagar Sector 21, Gandhinagar-382021, Gujarat.	
	Date of Birth	March 20, 1993	
	Age	31 Years	
	Designation	Independent Director	
	Occupation	Professional	
	Experience	He is having an experience of more than 6 years in law field.	
	Qualifications	He holds a degree of Bachelor of Laws from Gujarat University.	
	Nationality	Indian	
	Date of Appointment	Pursuant to the approval of members in the Extra-Ordinary General Meeting held on August 31, 2024 he was appointed as an Independent Director of the Company for a period of 5 (five) years with effect from August 31, 2024.	
Term of Appointment and date of expiration of current term of office.	He holds office as an Independent Director of the Company for a period of 5 (five) years with effect from August 31, 2024 and is not liable to retire by rotation.		

BRIEF PROFILE OF OUR DIRECTORS

Gagan Nirmalkumar Mittal

Gagan Nirmalkumar Mittal, aged 43 years, is the Promoter, Chairman & Executive Director of our Company. He has been associated with the company since its inception. He was appointed as Chairman of our Company on August 28, 2024. He has passed higher secondary certificate examination (Higher Secondary Class) from Gujarat Secondary Education Board, Gandhinagar. He is a founding member of our Company and has more than 19 years of experience in the textile industry. He oversees implementation of business strategies and financial functions of the Company.

Nirmalkumar Mangalchand Mittal

Nirmalkumar Mangalchand Mittal, aged 67 years, is the Promoter and Managing Director of our Company. He is appointed as Managing director on August 28, 2024. He is having an experience of more than 18 years in the textile industry. His roles and responsibilities in the Company include overseeing the manufacturing operations of our Company.

Ritesh Kamalkishore Hada

Ritesh Kamalkishore Hada, aged 44 years is a Non-Executive Director of our Company. He has been on the Board of our Company since its inception. He holds a degree of Master of Arts from De Montfort University. He is having an experience of more than 20 years of leadership operations in the education industry. He assists in commercial operations and product designing.



Sejalben Shantilal Parmar

Sejalben Shantilal Parmar, aged 44 years is an Independent Director of our Company. She has been on the Board of our Company since August 28, 2024. She has passed Master of Arts (Part-II) Degree Examination from Gujarat University. She is having an experience of more than four years in finance and accounting field.

Safalkumar Hasmukhbhai Patel

Safalkumar Hasmukhbhai Patel, aged 31 years is an Independent Director of our Company. He has been on the Board of our Company since August 28, 2024. He holds a degree of Bachelor of Laws from Gujarat University. He is having an experience of more than 6 years in law field.

CONFIRMATIONS

As on the date of the Draft Prospectus;

- A. None of the above-mentioned Directors are on the RBI List of wilful defaulters or Fraudulent Borrowers.
- B. 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 from accessing the capital market by SEBI.
- C. None of the Promoters, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- D. None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Draft Prospectus.
- E. None of Promoters or Directors of our Company are a fugitive economic offender.
- F. None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.
- G. In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge sheeted with serious crimes like murder, rape, forgery, economic offence.

RELATIONSHIP BETWEEN OUR DIRECTORS, KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

There is no relationship between any of the Directors of our Company except the following relationship: -

Name of Director	Designation	Relation
Mr. Gagan Nirmalkumar Mittal	Chairman & Executive Director	He is the son of Mr. Nirmalkumar Mangalchand Mittal, our Managing Director.
Mr. Nirmalkumar Mangalchand Mittal	Managing Director	He is the father of Mr. Gagan Nirmalkumar Mittal, our Chairman and Executive Director.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS AND OTHERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the above-mentioned Directors was selected as director or member of key managerial personnel and senior management.

SERVICE CONTRACTS WITH DIRECTORS

None of our directors have entered into any service contracts with our company and no benefits are granted upon their termination from employment other than the statutory benefits provided by our Company. However, Executive Directors of our Company are appointed for specific terms and conditions for which no formal agreements are executed, however their terms and conditions of appointment and remuneration are specified and approved by the Board of Directors and Shareholders of the 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 employment.

BORROWING POWERS OF THE BOARD OF DIRECTORS

Pursuant to a special resolution passed at an Extra Ordinary General Meeting of our Company held on January 9, 2025 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 500Crores.

COMPENSATION AND BENEFITS TO THE MANAGING DIRECTOR AND EXECUTIVE DIRECTOR IS AS FOLLOWS: -

Name	Nirmalkumar Mangalchand Mittal
Designation	Managing Director
Date of Appointment/ Change in Designation	Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012. Pursuant to approval of members in the Extra Ordinary General Meeting held on August 31, 2024, he was appointed as the Managing Director of the Company with effect from August 28, 2024.
Period	3 (three) years with effect from August 28, 2024
Remuneration	Basic Salary upto Rs. 12,00,000/- per annum excluding perquisite for the existing term and may be eligible for such annual increments, as may be decided by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee or any other Committee constituted by it from time to time.
Compensation/ remuneration paid during the F.Y. 2023-24	Nil

Name	Gagan Nirmalkumar Mittal
Designation	Chairman and Executive Director
Date of Appointment/ Change in Designation	Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012. Further, his designation was changed to Executive Director w.e.f. March 14, 2014. Further, he was appointed as the Chairman of the Company w.e.f. from August 28, 2024.
Period	3 (three) years with effect from January 6, 2025
Remuneration	Basic Salary upto Rs. 18,00,000/- per annum excluding perquisite for the existing term and may be eligible for such annual increments, as may be decided by the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee or any other Committee constituted by it from time to time.
Compensation/ remuneration paid during the F.Y. 2023-24	Rs. 9.00 Lakhs



BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

Currently, our Company does not have any bonus or profit-sharing plan for our directors. In future, Discretionary bonus may be paid as may be decided by Nomination and Remuneration Committee / Board of Directors, depending upon the performance of the Directors, working of the Company and other relevant factors subject to Maximum of annual salary within the limits laid down under Para A of Section II of Part II of Schedule V of the Companies Act, 2013.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR DIRECTORS

As on the date of this Draft Prospectus, there is no contingent or deferred compensation payable to our directors which does not form a part of their remuneration.

REMUNERATION PAID OR PAYABLE TO OUR DIRECTORS BY OUR SUBSIDIARY OR ASSOCIATE COMPANY

As on the date of this Draft Prospectus, our Company has neither subsidiary nor associate company.

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Pursuant to resolution passed by our Board of Directors in their meeting held on August 28, 2024, our Independent Directors are entitled to receive sitting fees of up to ₹ 60,000/- per annum for attending meetings of Board of Directors and the Committees attended by them during the F.Y. 2024-25. No sitting fees was paid to the Non-Executive Directors in Fiscal 2024.

SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Draft Prospectus are as follows:

Sr. No.	Name of Directors	No. of Equity Shares held	Designation
1.	Gagan Nirmalkumar Mittal	20,12,850	Chairman & Executive Director
2.	Nirmalkumar Mangalchand Mittal	6,54,750	Managing Director
3.	Ritesh Kamalkishore Hada	21,67,650	Non-Executive Director
4.	Sejalben Shantilal Parmar	Nil	Independent Director
5.	Safalkumar Hasmukhbhai Patel	Nil	Independent Director

INTEREST OF DIRECTORS

Our Executive Directors are interested to the extent of remuneration and reimbursement payable to them pursuant to the resolutions approved by the Board of Directors/Members of the Company as the case may be, from time to time for the services rendered as an Officer or employee of the Company and also payment of interest on unsecured loan, if any.

Our Non-Executive Director including Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and committees thereof, the re-imbursement of expenses payable to them, as approved by our Board. Further, the Non-Executive Director is interested to the extent of payment of interest on unsecured loan, if any.

The Directors other than independent directors are also members of the Company and are deemed to be interested in the Equity Shares, if any, held by them and/or any Equity Shares that may be held by their relatives, the companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future. For the shareholding of the Directors, please refer “*Capital Structure*” and “*Our Management*” on page 61 and 151 of this Draft Prospectus.

Our Directors may be deemed to be interested in the contracts, transactions, agreements/ arrangements entered into or to be entered into by our Company with any entity which is promoted by them or in which they are members, or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business. For further details, please see “*Annexure titled Related Party & Transactions*” in the chapter titled “*Restated Financial Information*” beginning on page 184 and “*Our Promoter and Promoter Group*” on page 167.



Except as stated under “*Annexure titled Related Party & Transactions*” under Chapter titled “*Restated Financial Information*” beginning on page 184 of the Draft Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the Draft Prospectus in which our directors are interested directly or indirectly.

Interest of our Directors in the promotion/formation of our Company

Except for Mr. Gagan Nirmalkumar Mittal, Mr. Nirmalkumar Mangalchand Mittal and Mr. Ritesh Kamalkishore Hada, none of our directors were involved in the promotion and formation of our Company.

Interest of our Directors in property

Except as mentioned in the chapter titled “*Business Overview*” beginning on page no. 123, none of our directors are interested in any property acquired or proposed to be acquired of our Company.

Other interest

No sum has been paid or agreed to be paid to our directors or to any firms or companies in which they may be partners or members respectively, in cash or shares or otherwise by any person either to induce him / her to become, or to qualify him/ her as, a director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Except mentioned below, none of our directors have been associated with any Company/LLP that has been struck-off by the registrar of companies or the Ministry of Corporate Affairs during last three years from the date of this Draft Prospectus:

Name of the Director	Designation	Name of the companies/LLPs
Mr. Ritesh Kamalkishore Hada	Director	United Defence Ventures India Private Limited

CHANGES IN THE BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of Director	Date of Event	Nature of Event	Reason for the changes in the Board of Director
Mr. Safalkumar Hasmukhbhai Patel	August 31, 2024	Appointment as Independent Director	Pursuant to the approval of members in the Extra-Ordinary General Meeting held on August 31, 2024 he was appointed as an Independent Director of the Company for a period of 5 (five) years with effect from August 31, 2024.
Ms. Sejalben Shantilal Parmar	August 31, 2024	Appointment as Independent Director	Pursuant to the approval of members in the Extra-Ordinary General Meeting held on August 31, 2024 she was appointed as an Independent Director of the Company for a period of 5 (five) years with effect from August 31, 2024.
Nirmalkumar Mangalchand Mittal	August 31, 2024	Appointment as Managing Director	Pursuant to approval of members in the Extra Ordinary General Meeting held on August 31, 2024, he was appointed as the Managing Director of the Company with effect from August 28, 2024.
Mr. Ritesh Kamalkishore Hada	August 31, 2024	Change in Designation	Pursuant to approval of members in the Extra Ordinary General Meeting held on August 31, 2024, his designation was changed from Executive Director to Non-Executive Director with effect from August 28, 2024.
Gagan Nirmalkumar Mittal	January 6, 2025	Change in terms of appointment and remuneration	Pursuant to approval of members in the Extra Ordinary General Meeting held on January 9, 2025, his terms of appointment and remuneration was modified.



Name of Director	Date of Event	Nature of Event	Reason for the changes in the Board of Director
Nirmalkumar Mangalchand Mittal	September 30, 2023	Change in Designation	Pursuant to approval of members in the Annual General Meeting held on September 30, 2023, his designation was changed from Additional Director to Director.
Nirmalkumar Mangalchand Mittal	November 25, 2022	Appointment as Additional Director	Appointed as Additional Director pursuant to approval of the Board of Directors of the Company in the Board Meeting held on November 25, 2022.
Nirmalkumar Mangalchand Mittal	March 23, 2021	Resignation	Resignation from the post of Director due to pre-occupation in other activities with effect from March 23, 2021.

CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI Listing Regulations will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges.

As on date of this Draft Prospectus, as our Company is coming with an issue in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the requirements 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 (Listing Obligations and Disclosures Requirement) Regulations, 2015 are not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable.

Our Company has complied with the certain corporate governance requirement in relation to appointment of independent directors including woman director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

Composition of Board of Directors

Currently our Board is consisting of 5 (Five) directors out of which 2 (Two) are Executive Directors, 1 (One) is Non-Executive Director and 2 (Two) are Independent Directors.

Composition of Board of Directors is set forth in the below mentioned table:

Sr. No.	Name of Directors	Designation	Status	DIN
1.	Mr. Gagan Nirmalkumar Mittal	Chairman & Director	Executive	00593377
2.	Mr. Nirmalkumar Mangalchand Mittal	Managing Director	Executive	01528758
3.	Mr. Ritesh Kamalkishore Hada	Director	Non-Executive	01919749
4.	Ms. Sejalben Shantilal Parmar	Director	Independent	07401639
5.	Mr. Safalkumar Hasmukhbhai Patel	Director	Independent	08107710

Constitution of Committees

Our company has constituted the following Committees of the Board;

- Audit Committee**
- Stakeholders Relationship Committee**
- Nomination and Remuneration Committee**

Details of composition, terms of reference etc. of each of the above committees are provided hereunder:

1. Audit Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 177 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on September 12, 2024 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Mr. Safalkumar Hasmukhbhai Patel	Chairperson	Independent Director
Ms. Sejalben Shantilal Parmar	Member	Independent Director
Mr. Nirmalkumar Mangalchand Mittal	Member	Managing Director

Our Company Secretary cum Compliance officer shall act as the secretary of the Committee.

Terms of Reference

The Role of Audit Committee not limited to but includes:

- i. The recommendation for the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor, their remuneration and fixation of terms of appointment of the Auditors of the Company;
- ii. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
- iii. Examination of financial statement and auditors' report thereon including interim financial result before submission to the Board of Directors for approval, with particular reference to;
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
 - 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.
- iv. Approval or any subsequent modification of transactions of the Company with related party;

Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered in to by the Company subject to such conditions provided under the Companies Act, 2013 or any subsequent modification(s) or amendment(s) thereof; Provided further that in case of transaction, other than transactions referred to in section 188 of Companies Act 2013 or any subsequent modification(s) or amendment(s) thereof, and where Audit

Committee does not approve the transaction; it shall make its recommendations to the Board;

Provided also that in case any transaction involving any amount not exceeding one crore rupees is entered into by a director or officer of the company without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee;

- v. Reviewing, with the management, and monitoring 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 ;
- vi. Scrutiny of Inter-corporate loans and investments ;
- vii. consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;



- viii. Reviewing and discussing 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;
- ix. To review the functioning of the Whistle Blower mechanism, in case the same is existing;
- x. Valuation of undertakings or assets of the company, where ever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems and reviewing with the management, performance of statutory & internal auditors, and adequacy of the internal control systems;
- xii. 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 and discussion with internal auditors of any significant findings and follow up there on;
- xiii. 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;
- xiv. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- xv. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvi. 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; and
- xvii. Carrying out any other function as assigned by the Board of Directors & other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Review of Information

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iii. Internal audit reports relating to internal control weaknesses; and
- iv. The appointment, removal and terms of remuneration of the Internal Auditor.

Powers of Committee

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

Quorum and Meetings

The audit committee shall meet as often as necessary subject to minimum 4 times in a financial year. The quorum of the meeting of the Audit Committee shall be one third of total members of the Audit Committee or 2, whichever is higher, subject to minimum two Independent Director shall be present at the Meeting.

2. Stakeholders' Relationship Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on September 12, 2024 constituted Stakeholders Relationship Committee.

The constitution of the Stakeholders Relationship Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Sejalben Shantilal Parmar	Chairperson	Independent Director
Mr. Safalkumar Hasmukhbhai Patel	Member	Independent Director
Mr. Gagan Nirmalkumar Mittal	Member	Executive Director

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

Terms of Reference

To supervise and ensure;

- i. Resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- ii. Review of measures taken for effective exercise of voting rights by shareholders;
- iii. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- iv. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- v. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Stakeholders Relationship Committee shall meet atleast once in a financial year. The quorum shall be one third of total members of the Stakeholders Relationship Committee or 2 members, whichever is higher.

3. Nomination and Remuneration Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 178 of the Companies Act, 2013 and rules made thereunder, as amended from time to time, read with SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015, as applicable, in its meeting held on September 12, 2024 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Sejalben Shantilal Parmar	Chairperson	Independent Director
Mr. Safalkumar Hasmukhbhai Patel	Member	Independent Director
Mr. Ritesh Hada	Member	Non-Executive Director

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

Terms of reference

Role of Nomination and Remuneration Committee shall include but not limited to: -

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. Consider the time commitments of the candidates.
- iii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iv. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

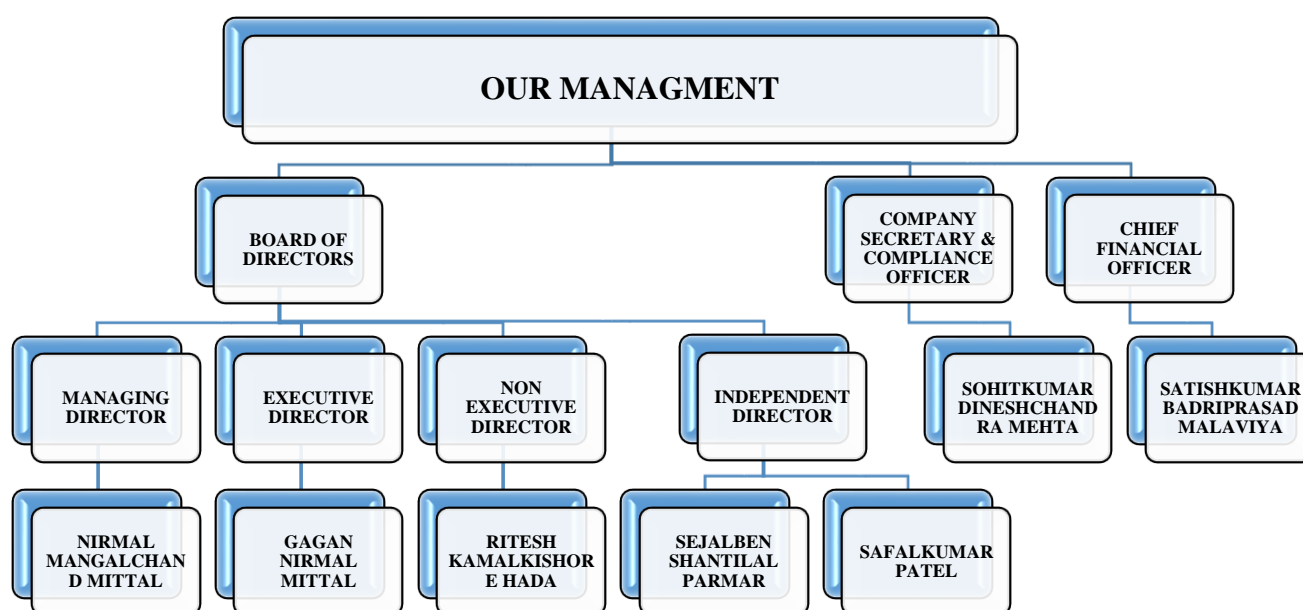
- v. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director's performance;
- vi. recommend to the board, all remuneration, in whatever form, payable to senior management;
- vii. Such other matters as may be required by any statutory, contractual or other regulatory requirements to be attended to by such committee from time to time.

Quorum and Meetings

The Committee is required to meet at least once in a financial year. The quorum necessary for a meeting of the Nomination and Remuneration Committee is one third of total members of the Nomination and Remuneration Committee or 2 members, whichever is higher, including atleast one independent director in attendance.

MANAGEMENT ORGANIZATION STRUCTURE

The Management Organization Structure of the company is depicted from the following chart:



OUR KEY MANAGERIAL PERSONNEL

In addition to Nirmalkumar Mangalchand Mittal, Managing Director, whose details are provided under the section titled “*Brief Profile of our Directors*” in the chapter titled “*Our Management*” beginning on page 151 the details of our other Key Managerial Personal is as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Mr. Satishkumar Badriprasad Malaviya	He holds a degree of Bachelor of Commerce, Master of Commerce, Executive Master Program in Business Administration from IIBM	United Polyfab Private Limited	NIL
Designation	Chief Financial Officer			
Date of Appointment	August 28, 2024			



Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
		Institute of Business Management.		
Overall Experience	He is having an experience of more than 18 years in accounts and finance.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2023-24 (₹ in Lakhs)
Name	Mr. Sohitekumar Dineshchandra Mehta	He holds a degree of Company Secretary from Institute of Company Secretaries of India	Harshil Agrotech Limited	NIL
Designation	Company Secretary and Compliance Officer			
Date of Appointment	October 1, 2024			
Overall Experience	He is having an experience of more than 10 years in the field of secretarial compliances.			

CHANGES IN THE KEY MANAGERIAL PERSONNEL

Except as mentioned below, there are no other changes in the Key Managerial Personnel in the last three years preceding the date of filing this Draft Prospectus:

Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
Mr. Sohitekumar Dineshchandra Mehta	October 1, 2024	Appointment	Appointment as the Company Secretary and Compliance Officer of the Company with effect from October 1, 2024.
Nirmalkumar Mangalchand Mittal	August 31, 2024	Appointment as Managing Director	Pursuant to approval of members in the Extra Ordinary General Meeting held on August 31, 2024, he was appointed as the Managing Director of the Company with effect from August 28, 2024.
Mr. Satishkumar Badriprasad Malaviya	August 28, 2024	Appointment	Appointment as the Chief Financial Officer of the Company with effect from August 28, 2024.
Gagan Nirmalkumar Mittal	January 6, 2025	Change in terms of appointment and remuneration	Pursuant to approval of members in the Extra Ordinary General Meeting held on January 9, 2025, his terms of appointment and remuneration was modified.
Nirmalkumar Mangalchand Mittal	September 30, 2023	Change in Designation	Pursuant to approval of members in the Annual General Meeting held on September 30, 2023, his designation was changed from Additional Director to Director with effect from September 30, 2023.
Nirmalkumar Mangalchand Mittal	November 25, 2022	Appointment as Additional Director	Appointed as Additional Director pursuant to approval of the Board of Directors of the



Name of Key Managerial Personnel	Date of Event	Nature of Event	Reason for the changes
			Company in the Board Meeting held on November 25, 2022.
Nirmalkumar Mangalchand Mittal	March 23, 2021	Resignation	Resignation from the post of Director due to pre-occupation in other activities with effect from March 23, 2021.

SENIOR MANAGEMENT IN OUR COMPANY

Except as disclosed under the section **“Our Key Managerial Personnel”** in the chapter titled **“Our Management”** beginning on page 151, there are no other Senior Management in our Company.

BONUS OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Currently, our Company does not have any bonus or profit-sharing plan for our Key Managerial personnel and Senior Management.

PAYMENT OF BENEFIT TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

No amount or benefit (non-salary related) was paid or given to our Key Managerial Personnel and Senior Management, within the two (2) preceding years or is intended to be paid or given to our Key Managerial Personnel and Senior Management, other than in the ordinary course of employment.

STATUS OF KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

All the Key Managerial Personnel and Senior Management mentioned above are on the payrolls of our Company as permanent employees.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There is no arrangement / understanding with major shareholders, customers, suppliers or others pursuant to which any of the above-mentioned personnel have been recruited.

SERVICE CONTRACTS WITH OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

Our Key Managerial Personnel and Senior Management are governed by the terms of their respective employment letters / resolutions of our Board on their terms of appointment. None of our Key Managerial Personnel and Senior Management have entered into a service contract with our Company, entitling them to any benefits upon termination of employment.

RETIREMENT AND TERMINATION BENEFIT

Except for applicable statutory benefits, none of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

CONTINGENT AND DEFERRED COMPENSATION PAID OR PAYABLE TO OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

As on the date of this Draft Prospectus, there is no contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management that does not form part of their remuneration.

RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

None of our Key Managerial Personnel and Senior Management are related to each other.

ATTRITION OF KEY MANAGERIAL PERSONAL VIS-À-VIS INDUSTRY

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.



EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Draft Prospectus, our company does not have any ESOP Scheme for its employees.

INTEREST OF OUR KEY MANAGERIAL PERSONS AND SENIOR MANAGEMENT

Our Key Managerial Personnel and Senior Management do not have any interest in our Company other than (i) as stated in “*Annexure titled Related Party & Transaction*” in the chapter titled “*Restated Financial Information*” on page 184, respectively; or (ii) to the extent of remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. The Key Managerial Personnel who are members of the Company, may also be deemed to be interested to the extent of dividend payable to them and other distributions in respect of Equity Shares held by them in our Company.

LOANS GIVEN/AVAILED BY DIRECTORS/ KEY MANAGERIAL PERSONNEL OF OUR COMPANY

For details of unsecured loan taken from or given to our Directors/KMPs/SMPs and for details of transaction entered by them in the past see “*Annexure titled Related Party & Transaction*” in the chapter titled “*Restated Financial Information*” on page 184.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Draft Prospectus.

Sr. No.	Name of Key Management Personnel	No. Equity Shares held	Category/ Status
1.	Gagan Nirmalkumar Mittal	20,12,850	Chairman & Executive Director
2.	Mr. Nirmalkumar Mangalchand Mittal	6,54,750	Managing Director

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OUR PROMOTERS AND PROMOTERS GROUP


Promoters of Our Company are:


1. Mr. Gagan Nirmalkumar Mittal
2. Mr. Nirmalkumar Mangalchand Mittal
3. Mr. Ritesh Kamalkishore Hada
4. Mr. Kamalkishore Hada
5. United Polyfab Private Limited


For details of the Capital build-up of our Promoters in our Company, see chapter titled “*Capital Structure*” beginning on page no. 61 of this Draft Prospectus.

The details of our Promoters are as follows:


INDIVIDUAL PROMOTERS

	MR. GAGAN NIRMALKUMAR MITTAL
	Gagan Nirmalkumar Mittal, aged 43 years, is the Promoter, Chairman & Executive Director of our Company. He has been associated with the company since its inception. He was appointed as Chairman of our Company on August 28, 2024. He has passed higher secondary certificate examination (Higher Secondary Class) from Gujarat Secondary Education Board, Gandhinagar. He is a founding member of our Company and has more than 19 years of experience in the textile industry. He oversees implementation of business strategies and financial functions of the Company.
Date of Birth	February 6, 1982
Age	43 Years
PAN	AGAPM6260A
Educational Qualification	He has passed higher secondary certificate examination H.S.C (Higher Secondary Class).
Experience in Business/Employment	He is having an experience of more than 19 years in the Textile Industry.
Present Residential Address	32, Golden Tulip Bungalows, B/h Shreyas Foundation, Manek Baug, Ahmedabad-380015, Gujarat, India
Position/posts held in the past	Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012. Further, his designation was changed to Executive Director w.e.f. March 14, 2014. Further, he was appointed as the Chairman of the Company w.e.f. from August 28, 2024.
Other Directorships held	<ul style="list-style-type: none"> • United Cotfab Limited • Unitedgreen Distilleries Private Limited • United Polyfab Gujarat Limited • Vinod Denim Limited • United Polyfab Private Limited
Other Ventures	<ul style="list-style-type: none"> • Gagan N. Mittal HUF

	MR. NIRMALKUMAR MANGALCHAND MITTAL
<p>Nirmalkumar Mangalchand Mittal, aged 67 years, is the Promoter and Managing Director of our Company. He is appointed as Managing director on August 28, 2024. He is having an experience of more than 18 years in the textile industry. His roles and responsibilities in the Company include overseeing the manufacturing operations of our Company.</p>	
Date of Birth	May 8, 1957
Age	67 Years
PAN	ABFPM8543C
Educational Qualification	-
Experience Business/Employment	in He is having an experience of more than 18 years in the textile industry.
Present Residential Address	30, Rivera Green Gokul, Tal.: Sanand, Vill.: Sanand, Ahmedabad-382110, Gujarat, India
Position/posts held in the past	<p>Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012.</p> <p>He then resigned from the position of Director with effect from March 23, 2021.</p> <p>He then, pursuant to approval of the Board of Directors of the Company in the Board Meeting held on November 25, 2022, appointed as an Additional Director in the Category of Executive Director with effect from November 25, 2022. Further, pursuant to approval of members in the Annual General Meeting held on September 30, 2023, his designation was changed from Additional Director to Director.</p> <p>Further, pursuant to approval of members in the Extra Ordinary General Meeting held on August 31, 2024, he was appointed as the Managing Director of the Company with effect from August 28, 2024.</p>
Other Directorships held	<ul style="list-style-type: none"> • United Cotfab Limited • Unitedgreen Distilleries Private Limited • United Polyfab Gujarat Limited • United Polyfab Private Limited • Vinod Spinners Private Limited • Vinod Fabrics Pvt. Ltd.
Other Ventures	<ul style="list-style-type: none"> • Vinod Energy LLP • Nirmal M. Mittal HUF

	<p>MR. RITESH KAMALKISHORE HADA</p> <p>Ritesh Kamalkishore Hada, aged 44 years is a Non-Executive Director of our Company. He has been on the Board of our Company since its inception. He holds a degree of Master of Arts from De Montfort University. He is having an experience of more than 19 years in leadership operations of the education industry. He assists in commercial operations and product designing.</p>
Date of Birth	October 26, 1980
Age	45 Years
PAN	ABDPH3669L
Educational Qualification	He holds a degree of Master of Arts from De Montfort University.
Experience in Business/Employment	He is having an experience of more than 20 years in the leadership operations of the education industry.
Present Residential Address	38, Golden Tulip Bungalows, Behind Shreyas Foundation, Ambawadi, Ahmedabad-380015, Gujarat, India.
Position/posts held in the past	<p>Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012.</p> <p>Further, his designation was changed to Executive Director w.e.f. March 14, 2014.</p> <p>Further, pursuant to approval of members in the Extra Ordinary General Meeting held on August 31, 2024, his designation was changed from Executive Director to Non-Executive Director of the Company with effect from August 28, 2024.</p>
Other Directorships held	<ul style="list-style-type: none"> • Unitedworld Global Knowledge Park Private Limited • Dunes Aviation Private Limited • Unitedgreen Distilleries Private Limited • Edumystic Knowledge Foundation • Omega Realty Private Limited • Edumystic Ventures India Private Limited • United Tech Ventures Private Limited • United Eduplus Private Limited • Karnavati Knowledge Foundation • Edumystic Private Limited • United Educare Private Limited • IQ City Knowledge And Health Campus • Utkarsh Foundation • United Distributors Holding Private Limited • Taj Vincom Pvt Ltd • United Polyfab Gujarat Limited • Tradewel Construction Corporation Private Limited • United Polyfab Private Limited
Other Ventures	<ul style="list-style-type: none"> • Shree Balaji Eduadventure LLP • Shreyansh Eduplus LLP

	<ul style="list-style-type: none"> • Shreeyansh Edutrade LLP • Karnavati Infracon LLP • Ritesh Hada HUF • Mahadeviya Charitable Trust
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	MR. KAMALKISHORE PURSHOTTAMDAS HADA Mr. Kamalkishore Purshottamdas Hada, aged 72 years, is a Promoter of our Company. He is having an experience of more than 20 years in leadership in various industries such as education, textiles, hospitality, FMCG and real estate.																	
	<table border="1"> <tr> <td>Date of Birth</td> <td>January 7, 1953</td> </tr> <tr> <td>Age</td> <td>71 Years</td> </tr> <tr> <td>PAN</td> <td>AADPH8959G</td> </tr> <tr> <td>Educational Qualification</td> <td>-</td> </tr> <tr> <td>Experience in Business/Employment</td> <td>He is having an experience of more than 20 years in leadership in various industries such as education, textiles, hospitality, FMCG and real estate.</td> </tr> <tr> <td>Present Residential Address</td> <td>CJ 154, Salt Lake City, Sector 2, Near Water Tank 9, Sech Bhawan S. O., Kolkata-700091, West Bengal, India</td> </tr> <tr> <td>Position/posts held in the past</td> <td>Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012. He then resigned from the position of Director w.e.f. March 23, 2021 due to pre-occupation of work.</td> </tr> <tr> <td>Other Directorships held</td> <td> <ul style="list-style-type: none"> • Karnavati Knowledge Foundation • United Eduplus Private Limited • United Polyfab Private Limited </td> </tr> <tr> <td>Other Ventures</td> <td> <ul style="list-style-type: none"> • Kamal Kishore Hada HUF </td> </tr> </table>	Date of Birth	January 7, 1953	Age	71 Years	PAN	AADPH8959G	Educational Qualification	-	Experience in Business/Employment	He is having an experience of more than 20 years in leadership in various industries such as education, textiles, hospitality, FMCG and real estate.	Present Residential Address	CJ 154, Salt Lake City, Sector 2, Near Water Tank 9, Sech Bhawan S. O., Kolkata-700091, West Bengal, India	Position/posts held in the past	Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012. He then resigned from the position of Director w.e.f. March 23, 2021 due to pre-occupation of work.	Other Directorships held	<ul style="list-style-type: none"> • Karnavati Knowledge Foundation • United Eduplus Private Limited • United Polyfab Private Limited 	Other Ventures
Date of Birth	January 7, 1953																	
Age	71 Years																	
PAN	AADPH8959G																	
Educational Qualification	-																	
Experience in Business/Employment	He is having an experience of more than 20 years in leadership in various industries such as education, textiles, hospitality, FMCG and real estate.																	
Present Residential Address	CJ 154, Salt Lake City, Sector 2, Near Water Tank 9, Sech Bhawan S. O., Kolkata-700091, West Bengal, India																	
Position/posts held in the past	Initially, he was appointed as a Non-Executive Director at the time of Incorporation of the Company i.e. on April 16, 2012. He then resigned from the position of Director w.e.f. March 23, 2021 due to pre-occupation of work.																	
Other Directorships held	<ul style="list-style-type: none"> • Karnavati Knowledge Foundation • United Eduplus Private Limited • United Polyfab Private Limited 																	
Other Ventures	<ul style="list-style-type: none"> • Kamal Kishore Hada HUF 																	

Our Company confirms that the Permanent Account Number, Bank Account Number, Passport Number, Aadhar card number and Driving license number of the promoters are being submitted to BSE Limited, stock exchange on which the specified securities are proposed to be listed along with filing of this Draft Prospectus at the time of its filing.

CORPORATE PROMOTERS

UNITED POLYFAB PRIVATE LIMITED (“UPPL”)

Corporate Information

United Polyfab Private Limited, was incorporated on October 7, 2005 under the provisions of the Companies Act, 1956 pursuant to a certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. The Corporate Identity Number of UPPL is U35105GJ2005PTC046886. The Registered Office of UPPL is situated at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Surkhej Highway, Ahmedabad-382405, Gujarat, India.

The main objects of UPPL as per its latest Memorandum of Association as under:

To carry on the business as manufacturers, texturisers, spinners, weaver, sizers producer, printers, job workers, dyers, processors, assemblers, ginners, bleachers, balers, knitters, pressers, carders, sizers, spinners, wool combers, by way of installing, hiring all kinds of machineries and plants, various kinds of looms, wrosted packers, reelers, refiners, distributors, traders, dealers, agents, brokers, financiers, buyers, sellers, importers and exporters of natural and man made fibers including cotton staple fibre, synthetic, viscose, artificial silk, jute silk, hemp, wool, liner, nylon, terele)e, cotton and synthetic waste or any other fabrics materials and yam whether blended, spun, filament or otherwise including floor cloth, tarpauliners, table cloth, upholstery, curtains, water proofing goods and article, dress linings and synthetic material, knitted products, garments, readymade or otherwise including shirts, bush shirts pajama, suits pants, uniform for the Army, Navy, Air force and other personal safaris, suits, coats, hosiery, vests under garments for men, women and children makeup's shawls, sweaters, laces, stockings, mats, rugs, blankets, packing materials, tapes, sacks, fabrics whether textile, felted, netted or looped.

UPPL does not have any subsidiary or associate Company.

Board of Directors

As on the date of this Draft Prospectus, the board of directors of the UPPL comprises of:

Sr. No.	Name	Designation	DIN
1	Kamalkishore Purshottamdas Hada	Director	00031310
2	Gagan Nirmalkumar Mittal	Director	00593377
3	Nirmalkumar Mangalchand Mittal	Director	01528758
4	Ritesh Kamalkishore Hada	Director	01919749

Shareholding pattern of UPPL

As on the date of this Draft Prospectus, the authorised share capital of FIPL is ₹ 2,00,00,000/- divided into 2000000 equity shares of ₹ 10 each. The paid-up share capital of UPPL is ₹ 1,78,99,400/- divided into 1789940 equity shares of ₹ 10 each.

The shareholding pattern of the equity shares of face value of ₹ 10 each of UPPL as on the date of this Draft Prospectus is as follows:

Sr. No.	Name of Shareholder	No. of Shares Held
1	Taj Vincom Private Limited	450800
2	Parul Enterprise	202500
3	Ritesh Hada	198000
4	Shilpa Mittal	185000
5	Kamalkishore Hada	180000
6	Gagan Mittal	158000
7	Nirmal Mittal	126600
8	Smt. Urmila Mittal	112000
9	Nirmal Mittal HUF	100000
10	Amay Spincot Pvt. Ltd.	77000
11	Rajesh Yadav	40
Total		1789940

Details of persons in control of UPPL:

Promoters of UPPL

Mr. Gagan Nirmalkumar Mittal and Mr. Ritesh Kamalkishore Hada are the promoters of UPPL.

Details of the Companies holding equity shares in UPPL

1. Taj Vincom Private Limited

As on the date of this Draft Prospectus, the board of directors of Taj Vincom Private Limited comprises of:

Sr. No.	Name	Designation	DIN
1	Vijay Bajaj	Director	02201531
2	Ritesh Kamalkishore Hada	Director	01919749
3	Nilesh Kamal Kishore Hada	Director	01865238
4	Himanshu Sharma	Director	02383480
5	Dropdi Kamal Kishore Hada	Director	03052748

Shareholding of Taj Vincom Private Limited as on the date of this Draft Prospectus:

Sr. No.	Name of Shareholder	No. of Shares Held
1	United Eduplus Private Limited	309700
2	Kamlkishore Purshottamdas Hada	2212450
3	Nilesh Kamalkishre Hada	827600
4	Paramveer Distributers Private Limited	378000
5	Ritesh Kamlkishore Hada	2540450
Total		6268200

2. Amay Spincot Private Limited

As on the date of this Draft Prospectus, the board of directors of Amay Spincot Private Limited comprises of:

Sr. No.	Name	Designation	DIN
1	Rohit Ashokkumar Agrawal	Director	08948528
2	Pranavbhai Harehbhai Padshah	Director	09501549

Shareholding of Amay Spincot Private Limited as on the date of this Draft Prospectus:

Sr. No.	Name of shareholders	Number of shares held
1	Amaysha Textiles Pvt. Ltd.	21,00,000
2	Chetan Kumar	3,13,309
3	Ram Siromani Pal	3,00,019
4	Pranavbhai H Padshah	208900
5	Satya Prakash Singh	203890
6	Murdeswar Trading Private Limited	2,00,004
7	Ram Raj Yadav	187200
8	Abhyanand Roy	1,86,990
9	Aai Farms Pvt Ltd	1,73,900
10	Dhara Softtech And B.P.O Services Pvt. Ltd	1,73,900
11	Nilajeet Textile Private Limited	1,73,900
12	Sabarmati Farm Private Limited	1,73,900
13	Shah Tecnosoft Solution Pvt Ltd	1,73,900
14	Rajesh Yadav	1,73,900
15	Kailash Kumar	1,73,900
16	Orange Business Process Management Pvt Ltd	1,71,700
17	Vansh Glass Industries Pvt Ltd	1,62,990
18	IZ Broking Services Private Limited	1,63,000
19	Purani Software Developers Private Limited	1,63,000
20	Distinct Dyesstuff And Chemicals Pvt Ltd	1,45,700
21	Boaston Tradelink Pvt Ltd	1,45,600



22	Amazing Trip Private Limited	1,44,600
23	Chardham Comtrade Pvt Ltd	1,41,200
24	Iridescent It Services Private Limited	1,27,200
25	Biraj Manimpex Pvt Ltd	1,24,000
26	Chirayu Exim Private Limited	1,08,700
27	Hitesh Logistics Pvt Ltd	43,500
Total		65,58,802

Details of change in control of UPPL:

There has been no change in control of the UPPL in the last three years preceding the date of this Draft Prospectus.

Our Company confirms that the permanent account number, bank account number, company registration number and the address of the registrar of companies where UPPL is registered, are being submitted to BSE, stock exchange on which the specified securities are proposed to be listed along with filing of this Draft Prospectus at the time of its filing.

Audited Financial Details of UPPL for the last three financial years:

The audited financial details of UPPL for the financial years ended on March 31, 2024, 2023 and 2022 are as under:

Particulars	Financial Year ended		
	March 31, 2024	March 31, 2023	March 31, 2022
Reserves (Excluding Revaluation Reserve)	2312.30	2049.46	1793.33
Sales	75099.12	54062.30	29968.68
Profit/(Loss) after Tax	262.85	256.13	250.03
Earnings per Share (Basic)	14.68	14.31	13.97
Earnings per Share (Diluted)	14.68	14.31	13.97
Net Asset Value	139.18	124.50	110.19

CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in control and management of our Company since last five years.

MATERIAL GUARANTEES GIVEN BY OUR PROMOTERS

There are no material guarantees given by the Promoters to third parties with respect to specified securities or borrowings of the Company as on the date of this Draft Prospectus. Our Promoters, and their relatives, have extended personal guarantees and Properties in favour of certain banks with respect to the loan facilities availed by our Company from them. For further details, please refer to the chapter titled — “Financial Indebtedness” on page 187 of this Draft Prospectus.

INTEREST OF OUR PROMOTERS

- Except as stated in the section titled “*Restated Financial Information*” beginning on Page No. 184 of this Draft Prospectus and to the extent of compensation, remuneration / sitting fees to be paid, perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoters do not have any other interest in our business.
- Further, our Promoters may be deemed to be interested to the extent of the payments made by our Company, if any, to the Group entities and payment to be made by our Company to the Group Entities. For the payments that are made by our Company to certain Group entities, please refer the section titled “*Restated Financial Information*” beginning on Page No. 184 of this Draft Prospectus.
- Our Promoters, Directors or Group Entities do not have any interest in any property acquired by our Company in the preceding three years before filing this Draft Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Draft Prospectus.



- Except as otherwise as stated in this Draft Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Draft Prospectus in which Promoters are directly or indirectly interested.

PAYMENT OF BENEFITS TO OUR PROMOTERS

Except as stated in the section titled “*Restated Financial Information*” beginning on Page No. 184 of this Draft Prospectus, there has been no payment of benefits to our Promoters in the two years preceding the filing of this Draft Prospectus. Further, our Company may enter into transaction with or make payment of benefit to the Promoters Directors or Promoters’ Group, towards remunerations as decided by Board of Directors.

CONFIRMATIONS

Our Company and Promoters and Promoter Group confirm that they have not been declared as wilful defaulters or Fraudulent Borrowers by the RBI or by any other government authority and there are no violations of securities laws committed by them in the past or are currently pending against them or restraining period are continued. Our Promoters have not been declared as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Further, our Promoters, Promoters Group or Directors have not been directly or indirectly, debarred from accessing the capital market or have not been restrained by any regulatory authority, directly or indirectly from acquiring the securities. Additionally, our Promoters, Promoters Group or Directors do not have direct or indirect relation with the companies, its Promoters and Directors, which are compulsorily delisted by any recognized stock exchange or the companies which is debarred from accessing the capital market by the Board.

Also, our Promoters or Directors are not a fugitive economic offender.

We and our Promoters, Group Entities, and Companies promoted by the Promoters confirm that:

- No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year against us; and
- There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs during the past three years.

The details of outstanding litigation including its nature and status are disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on Page No. 203 of this Draft Prospectus.

DISASSOCIATION OF PROMOTERS IN THE LAST THREE YEAR:

Except Mr. Ritesh Kamalkishore Hada, none of our Promoters have disassociated themselves from any Company or Firm during the preceding three years, details of which are as below:

1. Kabir Hospitech Private Limited
2. Gandhinagar Hospitalities Private Limited
3. Karnavati Edutech Private Limited
4. Kuber Growth Ventures Private Limited
5. Defend Design Incubators of India Foundation
6. IQ City Knowledge and Health Campus
7. Karnavati Innovation And Incubation Foundation

RELATIONSHIP OF PROMOTERS WITH EACH OTHER AND WITH OUR DIRECTORS

Except as disclosed herein, none of our Promoter(s) are related to any of our Company’s directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Name of Promoter	Name of Promoter/Director	Relationship
Gagan Nirmalkumar Mittal	Nirmalkumar Mangalchand Mittal	Gagan Nirmalkumar Mittal is son of Nirmalkumar Mangalchand Mittal.

Name of Promoter	Name of Promoter/Director	Relationship
Nirmalkumar Mangalchand Mittal	Gagan Nirmalkumar Mittal	Nirmalkumar Mangalchand Mittal is father of Gagan Nirmalkumar Mittal.
Ritesh Kamalkishore Hada	Kamalkishore Purshottamdas Hada	Ritesh Kamalkishore Hada is son of Kamalkishore Purshottamdas Hada.
Kamalkishore Purshottamdas Hada	Ritesh Kamalkishore Hada	Kamalkishore Purshottamdas Hada is father of Ritesh Kamalkishore Hada.

In addition to our Promoters named above, the following individuals and entities form a part of the Promoters' Group:

a. Natural persons who are part of our Individual Promoter Group:

Relationship with Promoter	Mr. Gagan Nirmalkumar Mittal	Mr. Nirmalkumar Mangalchand Mittal	Mr. Ritesh Kamalkishore Hada	Mr. Kamalkishore Purshottamdas Hada
Father	Nirmalkumar Mangalchand Mittal	Late Mangalchand Mittal	Kamalkishore Purshottamdas Hada	Late Purshottamdas Hada
Mother	Urmila Nirmal Mittal	Late Kalavati Mittal	Dropdi Hada	Late Ram Devi Gupta
Spouse	Shilpa Gagan Mittal	Urmila Nirmal Mittal	Neeti Hada	Dropdi Hada
Brother(s)	-	Anil Mangalchand Mittal Sureshkumar Mittal Vinod M Mittal	Nilesh Kamal Kishore Hada	-
Sister(s)	Urvashi Agarwal Mansi Ketul Agrawal	Late Sarla Goyal Krishna Garg	Priti Khaitan	-
Son(s)	Amay Gagan Mittal (Minor)	Gagan Nirmalkumar Mittal	Reyyansh Ritesh Hada (Minor),	Ritesh Kamalkishore Hada Nilesh Kamal Kishore Hada
Daughter(s)	Prisha Gagan Mittal (Minor)	Urvashi Agarwal Mansi Ketul Agrawal	Shree Ritesh Hada (Minor)	Priti Khaitan
Father-in-Law	Sushil Radhakishan Kejriwal	Late Jagdishprasad Aggarwal	Paramvirsingh Harjsingh Nehra	Late Narsingh Das Agarwal
Mother-in-Law	Manju Sushil Kejriwal	Shakuntala Devi Agarwala	Prabha Paramsirsingh Nehra	Late Parmeshwari Devi Agarwal
Brother-in-Law	Ronak Sushil Kejriwal	Pradip Jagdishprasad Agarwal Bajrang Jagdishprasad Agarwal Promod Kumar Agarwala Rakesh Kumar Agarwala	-	-
Sister-in-Law	-	Late Kanta Aggarwal	-	-


b. Companies related to our Promoter Company

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company.	NIL
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	Taj Vincom Private Limited

c. Companies, Proprietary concerns, HUF's related to our Promoters

Nature of Relationship	Name of Entities
Any Body Corporate in which twenty percent or more of the equity share capital is held by promoters or an immediate relative of the promoters or a firm or HUF in which promoters or any one or more of his immediate relatives are a member.	<ul style="list-style-type: none"> ➤ United Polyfab Gujarat Limited ➤ United Cotfab Limited ➤ United Polyfab Private Limited ➤ Vinod Fabrics Pvt Ltd ➤ Vinod Spinners Private Limited ➤ Vinod Denim Limited ➤ Narol Textile Infrastructure & Enviro management ➤ Mittal Spinning Private Limited ➤ Vinod Cotfab Private Limited ➤ Siddhyug Textiles Private Limited (Formerly known as Buoyant Infrastructure Services (P) Ltd.) ➤ MCT Enviro Foundation ➤ Unitedgreen Distilleries Private Limited ➤ Gandhinagar Hospitalities Private Limited ➤ Dunes Aviation Private Limited ➤ Edumystic Knowledge Foundation ➤ United Distributors Holding Private Limited ➤ Omega Realty Private Limited ➤ Edumystic Ventures India Private Limited ➤ United Tech Ventures Private Limited ➤ United Eduplus Private Limited ➤ Karnavati Knowledge Foundation ➤ Edumystic Private Limited ➤ United Educare Private Limited ➤ IQ City Knowledge And Health Campus ➤ Utkarsh Foundation ➤ Taj Vincom Private Limited ➤ Tradewel Construction Corporation Private Limited ➤ Vinod Energy LLP ➤ Vishan International LLP ➤ Mittal Polycot Gujarat LLP ➤ Vinod Texspin LLP ➤ Shree Balaji Edu Adventure LLP ➤ Shreyansh Edu Trade LLP ➤ Karnavati Infracon LLP
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	-



Nature of Relationship	Name of Entities
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoters and their immediate relatives is equal to or more than twenty percent.	<ul style="list-style-type: none"> ➤ M/s M.P. Fabrics ➤ M/s Anil Exports India ➤ M/s Vinod Textile Mills ➤ M/s Shilpa Textiles ➤ M/s Ambica Yarn Tex ➤ M/s Sushil Enterprise ➤ M/s Vishan International ➤ M/s Manhari Security Agency ➤ M/s United Distributors Corporation ➤ M/s United Realities ➤ Proprietorship firm of Mrs. Urvashi Agarwal ➤ Proprietorship Firm of Mr. Pradip Jagdishprasad Agarwal ➤ Proprietorship Firm of Mr. Bajrang Jagdishprasad Agarwal ➤ Proprietorship Firm of Prabha Nehra ➤ Proprietorship Firm of Pramod Kumar Agarwala ➤ Mahadeviya Charitable Trust ➤ Kalpvruksh ➤ Nirmal M. Mittal HUF ➤ Gagan N. Mittal HUF ➤ Kamal Kishore Hada & Others HUF ➤ Ritesh Hada HUF

d. Person whose shareholding is aggregated under the heading “Shareholding of the Promoters Group”

NAME OF ENTITIES / PERSON
NIL

For further details on our Group Companies refer Chapter titled *“Information with respect to Group Companies”* beginning on page no. 178 of this Draft Prospectus.

SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of the shareholding of our Promoters and members of our Promoter Group as on the date of this Draft Prospectus and lock-in of Promoters’ shareholding (including Promoters’ contribution), refer Chapter titled *“Capital Structure”* beginning on page no. 61 of this Draft Prospectus.

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INFORMATION WITH RESPECT TO GROUP COMPANIES

The definition of “Group Companies” pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Pursuant to a Board resolution dated January 22, 2025, our Board has identified companies with which there were related party transactions, during the period for which financial information is disclosed and other companies which are considered material by the Board, pursuant to which the following companies are identified as Group Companies of our Company:

1. United Polyfab Gujarat Limited
2. Vinod Spinners Private Limited
3. Vinod Fabrics Private Limited
4. Vinod Denim Limited
5. United Polyfab Private Limited
6. United Eduplus Private Limited
7. Vinod Cotfab Private Limited

Except as stated above, there are no companies falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies.

Details of our Group Companies:

1. United Polyfab Gujarat Limited:

United Polyfab Gujarat Limited was incorporated on November 16, 2010 under the provisions of the Companies Act, 1956. The registered office of United Polyfab Gujarat Limited is located at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Surkhej Highway, Ahmedabad, Gujarat, India, 382405. The corporate identity number of United Polyfab Gujarat Limited is L18109GJ2010PLC062928.

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to United Polyfab Gujarat Limited for the last three Fiscals, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.unitedtechfab.com.

2. Vinod Spinners Private Limited:

Vinod Spinners Private Limited was incorporated on March 25, 2013 under the provisions of the Companies Act, 1956. The registered office of Vinod Spinners Private Limited is located at 114, New Cloth Market, Sarangpur, Ahmedabad, Ahmedabad, Gujarat, India, 380001. The corporate identity number of Vinod Spinners Private Limited is U17111GJ2013PTC074182.

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to Vinod Spinners Private Limited for the last three Fiscals, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.unitedtechfab.com.

3. Vinod Fabrics Private Limited:

Vinod Fabrics Private Limited was incorporated on November 29, 1983 under the provisions of the Companies Act, 1956. The registered office of Vinod Fabrics Private Limited is located at 108/1 Saijpur Gopalpur Pirana Road Piplodge, Ahmedabad, Gujarat, India, 382405. The corporate identity number of Vinod Fabrics Private Limited is U17119GJ1983PTC006579.

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to Vinod Fabrics Private Limited for the last three Fiscals, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.unitedtechfab.com.

4. Vinod Denim Limited:

Vinod Denim Limited was incorporated on November 17, 2009 under the provisions of the Companies Act, 1956. The registered office of Vinod Denim Limited is located at B/206, Mondeal Heights, Iscon Circle, Nr. Novatel Hotel, Sarkhej-Gandhinagar Highway, Satellite, Ahmedabad, Gujarat, India, 380015. The corporate identity number of Vinod Denim Limited is U17120GJ2009PLC058598.

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to Vinod Denim Limited for the last three Fiscals, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.unitedtechfab.com.

5. United Polyfab Private Limited:

United Polyfab Private Limited was incorporated on October 07, 2005 under the provisions of the Companies Act, 1956. The registered office of United Polyfab Private Limited is located at Survey No. 238, 239, Shahwadi, Opp. New Aarvee Denim, Narol-Surkhej Highway, Ahmedabad, Gujarat, India, 382405. The corporate identity number of United Polyfab Private Limited is U35105GJ2005PTC046886.

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to United Polyfab Private Limited for the last three Fiscals, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.unitedtechfab.com.

6. United Eduplus Private Limited:

United Eduplus Private Limited was incorporated on April 20, 2012 under the provisions of the Companies Act, 1956. The registered office of United Eduplus Private Limited is located at LS No. 1797, Uvarsad, B/h Karnavati Campus, Gandhinagar, Gujarat, India, 382422. The corporate identity number of United Eduplus Private Limited is U80302GJ2012PTC070010.

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per



shares; and (vi) net asset value in relation to United Eduplus Private Limited for the last three Fiscals, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.unitedtechfab.com.

7. Vinod Cotfab Private Limited

Vinod Cotfab Private Limited was incorporated on September 24, 2008 under the provisions of the Companies Act, 1956. The registered office of Vinod Cotfab Private Limited is located at Survey No. 185/2, Opp. Shanti Process Saijpur-Gopalpur, Piplaj- Pirana Road, Ahmedabad, Gujarat, India, 382405. The corporate identity number of Vinod Cotfab Private Limited is U17120GJ2008PTC072709.

Financial Information

In accordance with SEBI ICDR Regulations, certain financial information pertaining to (i) the details of reserves (excluding revaluation reserves); (ii) sales; (iii) profit/loss after tax; (iv) earnings per share; (v) diluted earnings per shares; and (vi) net asset value in relation to Vinod Cotfab Private Limited for the last three Fiscals, extracted from its audited financial statements (as applicable) is available at the website of our Company at www.unitedtechfab.com.

Nature and extent of interests of our Group Companies

In the promotion of our Company

Except United Polyfab Private Limited, none of Our Group Companies have an interest in the promotion or formation of our Company.

In the properties acquired by our Company

Our Group Companies do not have any interest in any property acquired by our Company in the 3 years preceding the date of filing this Draft Prospectus or proposed to be acquired by it as on date of this Draft Prospectus.

In transactions for acquisition of land, construction of building and supply of machinery

Our Group Companies do not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Business interests in our Company

Except in the ordinary course of business and as disclosed under “**Restated Financial Statements**” on page 184, our Group Companies do not have any business interest in our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed under “**Restated Financial Statements**” on page 184 of this Draft Prospectus, there are no related business transactions with our Group Companies.

Common pursuits of our Group Companies

Our Group Companies are engaged in the business of manufacturing and trading of Grey Fabrics, dyed cloths and yarn which is similar to the business activities of our Company.

There are common pursuits amongst our group company and our Company by virtue of engagement in the similar line of activities. We have entered into non-compete and non-solicit agreements with such group entities. For risks related



to conflict of interest, please see “***Risk Factors – Some of our Group Companies are engaged in similar line of business. Any conflict of interest in future may occur between the business of our promoter group entities and us which may adversely affect our business, prospects, results of operations and financial condition.***”.

Litigation

As on date of this Draft Prospectus, our Group Companies are not party to any pending litigation which will have a material impact on our Company. For details of Outstanding Litigation against our Group Companies, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” on the Page no. 165 of this Draft Prospectus.

Utilisation of Offer Proceeds

There are no material existing or anticipated transactions with our Group Companies in relation to utilisation of the Offer Proceeds.

Group Companies under the Insolvency and Bankruptcy Code, 2016

Neither has any winding up petition been filed under the Companies Act, 2013 against any group company nor has any corporate insolvency resolution process commenced against such group company under the Insolvency and Bankruptcy Code, 2016 or any other applicable law.

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OUR SUBSIDIARY

Our Company does not have any Subsidiary as on the date of this Draft Prospectus.

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DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act. The dividend policy of our Company was adopted and approved by our Board in their meeting held on August 22, 2022.

The quantum of dividend, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements, contractual obligations, applicable legal restrictions and overall financial position of our Company.

Any future determination as to the declaration of and payment of dividend will be based on the recommendation of our Board, and will depend on a number of factors, such as (i) the inadequacy of profits or our Company has incurred losses; (ii) our Company undertakes or proposes to undertake any significant business, expansion, investment or acquisitions; (iii) significant working capital requirement affecting free cash flow; (iv) our Company proposes to utilize surplus cash for buy-back of securities or setting off of the previous year losses or losses of its Subsidiaries; or (v) the declaration of dividend is prohibited by any regulatory body. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents, our Company is currently a party to or may enter into from time to time.

Except as disclosed below, no dividend has been declared or paid by our Company during the five months period ended August 31, 2024, the last three Fiscals preceding the date of this Draft Red Herring Prospectus nor since September 1, 2024 until the date of this Draft Prospectus.

Particulars	From September 1, 2024 till the date of this Draft Prospectus	Five months period ended August 31, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
No. Of Preference Shares	-(1)	1,15,000	1,15,000	1,15,000	1,15,000
Face Value of Preference Shares (per share) (₹)	-	₹10	₹10	₹10	₹10
Final Dividend paid or declared (per share) (₹)	-	-	₹0.6	₹0.6	₹0.528
Dividend Rate for each Equity Share (%)	-	-	6%	6%	5.28%

Note:

(1.) Preference Shares were converted to equity shares in 1:1 ratio

There is no guarantee that any dividends will be declared or paid in the future. For more details, see “Risk Factors—Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements on [•].

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SECTION IX – FINANCIAL STATEMENTS
RESTATED FINANCIAL INFORMATION

Sr. No.	Particulars	Page No.s
1.	Restated Financial Information	FS 01 to FS 41

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION OF UNITED TECHFAB LIMITED

To,
The Board of Directors,
United Techfab Limited.
(Formerly known as United Techfab Private Limited)

Dear Sir,

1. We have examined the attached Restated Financial Information of **United Techfab Limited** (Formerly known as United Techfab Private Limited) comprising the Restated Statement of Asset and Liabilities for period ended August 31, 2024 , March 31, 2024, March 31, 2023 And March 31, 2022 the Restated Statement of Profit & Loss and Restated Statement of Cash Flow for the period ended on August 31, 2024, March 31, 2024 , March 31, 2023 and March 31, 2022, the summary statement of significant accounting policies, and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the company for the purpose of inclusion in the Draft Prospectus/ Prospectus (Here-in Offer Documents) prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO").
2. These Restated Summary Statements have been prepared in terms of the requirements of:
 - a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and;
 - c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (**the "Guidance Note"**).
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Prospectus to be filed with the Securities and Exchange Board of India, Registrar of Companies, Ahmedabad and SME platform of BSE Limited where the equity shares of the Company are proposed to be listed, in connection with the proposed IPO. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure 4 to the Restated Financial Information.

The respective Board of Directors of the Company are responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Financial Information taking into consideration:
 - a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter in connection with the proposed IPO of equity shares of the Company;
 - b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

- d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from:
Audited financial statements of the Company for the period ended August 31, 2024, prepared in accordance with the Accounting Standards (referred to as “AS”) as prescribed under Section 133 of the Act, as amended, and other accounting principles generally accepted in India.
Audited financial statements of the Company as at and for the period ended August 31, 2024 and year ended March 31, 2024, March 31, 2023 and March 31, 2022 prepared in accordance with the Accounting Standards (referred to as “AS”) as prescribed under Section 133 of the Act, as amended, and other accounting principles generally accepted in India.
6. For the purpose of our examination, we have relied on:
- Auditors’ reports issued by us dated October 21, 2024, June 27, 2024, August 20, 2023 and August 22, 2022 on the financial statements of the Company as at and for the period ended August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 as referred in Paragraph [5]above.
7. There were no qualifications in the Audit Reports issued by us for the period ended August 31, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 which would require adjustments in this Restated Financial Information of the Company.
8. Based on our examination and according to the information and explanations given to us for the respective years, we report that the Restated Financial Information:
- do not contain any qualifications requiring adjustments for modification as there is no modification in the underlying audit reports.
 - there are no extra-ordinary items that need to be disclosed separately in the and requiring adjustments.
 - have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.
 - adequate disclosure has been made in the financial statements as required to be made by the issuer as per schedule III of the Companies Act, 2013.
 - The accounting standards, prescribed under the Companies act, 2013 and company rules amended there under, have been followed.
 - The financial statements present a true and fair view of the company’s accounts.
 - From Financial Years 2021-22 to 2023-24, the Company has not declared and paid any dividend.
9. In accordance with the requirements of Part I of Chapter III of the Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
- The “Restated Statement of Assets and Liabilities” as set out in Annexure I to this report, of the Company for the period ended August 31, 2024, March 31, 2024, March 31,2023, and March 31,2022 are prepared by the Company and approved by the Board of Directors. These Statement of Assets Liabilities, as restated have been arrived at after making such and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Financial Information as set in Annexure 4 to this Report.
 - The “Restated Statement of Profit and Loss” as set out in Annexure II to this report, of the Company for the period ended August 31, 2024, March 31, 2024, March 31,2023, and March 31,2022 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Financial Information as set out in Annexure 4 to this Report.

- (iii) The “Restated Statement of Cash Flow” as set out in Annexure III to this report, of the Company for the period ended August 31, 2024, March 31, 2024, March 31,2023, and March 31,2022 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Financial Information as set out in Annexure 4 to this Report.
- (iv) We have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
- a. Details of Share Capital as Restated as appearing in Annexure 5 to this report;
 - b. Details of Reserves and Surplus as Restated as appearing in Annexure 6 to this report;
 - c. Details of Long-Term Borrowings as Restated as appearing in Annexure 7 to this report;
 - d. Details of Deferred Tax Liabilities (Net) as Restated as appearing in Annexure 8 to this report;
 - e. Details of Other Long-Term Liabilities as Restated as appearing in Annexure 9 to this report;
 - f. Details of Other Long-Term Provision as Restated as appearing in Annexure 10 to this report;
 - g. Details of Short-term Borrowings as Restated as appearing in Annexure 7 to this report;
 - h. Details of Trade Payables as Restated as appearing in Annexure 11 to this report;
 - i. Details of Other Current Liabilities as Restated as appearing in Annexure 12 to this report;
 - j. Details of Short-Term Provisions as Restated as appearing in Annexure 10 to this report;
 - k. Details of Property, Plant & Equipment’s as Restated as appearing in Annexure 13 to this report;
 - l. Details of Non Current Investments as appearing in Annexure 14 to this report.
 - m. Details of Long Term Loans & Advances as Restated as appearing in Annexure 15 to this report;
 - n. Details of Short-term Loan & Advances as Restated as appearing in Annexure 15 to this report;
 - o. Details of Other Non Current Assets as Restated as appearing in Annexure 16 to this report;
 - p. Details of Other Current Assets as Restated as appearing in Annexure 17 to this report;
 - q. Details of Trade Receivables as Restated enclosed as appearing in Annexure 18 to this report;
 - r. Details of Inventories as Restated as appearing in Annexure 19 to this report;
 - s. Details of Cash & Bank balances as Restated enclosed as appearing in Annexure 20 to this report;
 - t. Details of Revenue from Operations as Restated in Annexure 21 to this report;
 - u. Details of Other Income as Restated as appearing in Annexure 22 to this report;
 - v. Details of Cost of Materials consumed as Restated as appearing in Annexure 23 to this report;
 - w. Details of Purchase of Stock in Trade /Finished Goods as Restated as appearing inAnnexure 23A to this report;
 - x. Details of Changes in Inventories of Finished Goods, WIP and Traded Goods as Restated as appearing inAnnexure 23B to this report;
 - y. Details of Employee Benefit Expenses as Restated as appearing in Annexure 24 to this report;
 - z. Details of Finance Costs as Restated as appearing in Annexure 25 to this report;
 - aa. Details of Depreciation & Amortization as Restated as appearing in Annexure 13 to this report;
 - bb. Details of Other Expenses as Restated as appearing in Annexure 26 to this report;
 - cc. Details of Earnings Per Share as Restated as appearing in Annexure 27 to this report;
 - dd. Details Accounting and Other Ratios as Restated as appearing in Annexure 28 to this report;
 - ee. Details of Statement of Tax Shelter as Restated as appearing in Annexure 29 to this report;
 - ff. Capitalization Statement as Restated for period ended August 31, 2024 as appearing in Annexure 30 to this report;
 - gg. Details of Related Parties Transactions as Restated as appearing in Annexure 31 to this report;
 - hh. Details of Additional Notes as appearing in Annexure 32 to this report;
 - ii. Details of Segment reporting as appearing in Annexure 33 to this report;
 - jj. Details of Statement of Ratios as restated as appearing in Annexure 34 to this report;
 - kk. Details of Contingent Liabilities as Restated as appearing in Note C of Annexure 4 to this report;
 - ll. Details of Earnings & Expenditure in Foreign Currency as Restated as appearing in Note D of Annexure 4 to this report;

mm. Details of Restatement adjustments as restated as appearing in Note H of Annexure 4 to this report;

10. We, M/s Rajiv Shah & Associates, have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the Company Auditor’s, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus/ Prospectus to be filed with Securities and Exchange Board of India, SME Platform of BSE Limited and Registrar of Companies, Ahmedabad, in connection with the proposed 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.
14. In our opinion, the above financial information contained in these Restated Financial Statements read with the respective Significant Accounting Policies and Notes to Accounts as set out are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

For M/S. Rajiv Shah & Associates
Chartered Accountants
FRN: 108454W

CA. Rajiv Shah
(Partner)
Membership No. 043261
UDIN: 25043261BMKYTF8883

Place: Ahmedabad
Date: 22-01-2025

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)
Survey No. 238/239, Shahwadi, Opp. Aarvee Denim, Narol Sarkhej Highway, Ahmedabad-382405

Annexure 1: Restated Summary Statement of Assets and Liabilities

(Rs. in Lakhs)

Particulars	Annexure	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Equity and Liabilities					
Shareholders' Funds					
Share Capital	5	243.55	243.55	243.55	243.55
Reserves and Surplus	6	3,768.55	3479.78	3,130.04	2,581.96
Total Equity		4,012.10	3723.33	3,373.59	2,825.51
Non-Current Liabilities					
Long-Term Borrowings	7	2,654.20	2964.49	3,459.44	4,396.84
Deferred Tax Liabilities (Net)	8	383.89	368.56	308.66	221.31
Other Long-Term Liabilities	9	-	-	-	-
Other Long-Term Provision	10	21.38	18.45	13.54	16.20
Total Non- Current Liabilities		3,059.46	3351.49	3,781.64	4,634.35
Current liabilities					
Short-term borrowings	7	827.88	1035.94	789.44	539.00
Trade payables	11	-	-	-	-
i) Total outstanding dues of micro enterprise and small enterprise		4.17	-	-	-
ii) Total outstanding dues other than micro enterprise and small enterprise		2,863.84	2632.64	3,556.50	4,554.03
Other current liabilities	12	68.86	52.41	505.11	363.12
Short-term provisions	10	203.95	106.88	155.75	82.32
Total Current Liabilities		3,968.71	3827.87	5,006.80	5,538.47
TOTAL EQUITY & LIABILITIES		11,040.28	10902.69	12,162.03	12,998.33
Assets					
Non-Current Assets					
Property, Plant and Equipment and Intangible Assets					
(i) Tangible Assets	13	5,376.40	5455.48	5,973.83	5,977.85
(ii) Capital Work-in-Progress		-	115.47	-	3.12
(iii) Intangible Assets		-	-	-	-
Non - Current Investment	14	57.38	57.38	57.38	57.38
Long-Term Loans and Advances	15	225.02	312.59	306.01	757.28
Other Non Current Asset	16	41.83	40.89	39.17	147.06
Total Non-Current Assets		5,700.63	5981.80	6,376.39	6,942.69
Current Assets					
Short-Term Loans and Advances	15	290.63	279.81	1,716.42	353.37
Other Current Assets	17	119.80	218.28	438.32	273.64
Trade Receivables	18	3,283.76	3077.58	2,801.59	3,607.77
Inventories	19	1,595.52	1329.86	751.07	973.84
Cash and Bank Balances	20	49.94	15.36	78.24	847.02
Total Current Assets		5,339.65	4920.89	5,785.64	6,055.64
TOTAL ASSETS		11,040.28	10902.69	12,162.03	12,998.33

Note:

The above statement should be read with the Statement of Notes to the Restated Financial Information in Annexure 4. as per our report of even date attached

For, RAJIV SHAH & ASSOCIATES
Chartered Accountants
F. R. N. 108454W

On Behalf of the Board of United Techfab Limited

Gagan N. Mittal **Nirmal M. Mittal**
Director **Managing Director**
DIN: 00593377 **DIN: 01528758**

Rajiv C Shah
(Partner)
M. No: 043261

Sohitkumar Mehta **Satishkumar Malaviya**
Company Secretary **Chief Financial Officer**
(M.No.: A33096)

UDIN: 25043261BMKYTF8883
Place: Ahmedabad
Date : 22-01-2025

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)
Survey No. 238/239, Shahwadi,Opp.Aarvee Denim, Narol Sarkhej Highway, Ahmedabad-382405

Annexure 2: Restated Summary Statement of Profit and Loss

(Rs. in Lakhs)

Particulars	Annexure	Year Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Revenue					
Revenue from operations	21	19,559.16	76,190.50	67,106.56	77,897.55
Other income	22	16.00	117.92	194.72	42.91
Total Income		19,575.15	76,308.42	67,301.28	77,940.46
Expenses					
Cost of materials consumed	23	6,312.80	16,065.76	20,287.00	21,046.09
Purchase of Stock in Trade/Finished Goods	23A	12,378.60	58,040.41	43,552.86	53,247.94
Changes in inventories of Finished Goods, WIP and Traded Goods	23B	(254.38)	(337.15)	31.08	236.61
Employee Benefits Expense	24	121.60	299.50	280.93	257.00
Finance Costs	25	131.99	324.86	298.52	234.97
Depreciation and amortisation Expense	13	208.53	493.36	479.62	393.39
Other Expenses	26	287.93	949.84	1,635.58	1,839.95
Total Expenses		19,187.06	75,836.58	66,565.59	77,256.05
PROFIT BEFORE EXCEPTIONAL & EXTRAORDINARY ITEMS & TAX		388.09	471.84	735.69	684.42
Extraordinary Item		-	-	-	-
PROFIT BEFORE TAX		388.09	471.84	735.69	684.42
Tax Expense					
Current tax		83.98	61.18	99.57	-
MAT Credit		-	-	-	-
Deferred tax (credit)/charge	8	15.33	59.90	87.35	164.96
Excess/Short Provision of Tax of Earlier			0.34	-	-
Total Tax Expenses		99.31	121.42	186.92	164.96
Profit for the period / year		288.78	350.42	548.77	519.45
Earnings per equity share of Rs. 10/- each (in Rs.)					
a) Basic/Diluted EPS	27	2.63	3.19	5.00	4.73

Note:

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4

As per our report of even date attached

For, RAJIV SHAH & ASSOCIATES
Chartered Accountants
F. R. N. 108454W

On Behalf of the Board of United Techfab Limited

Gagan N. Mittal
Director
DIN: 00593377

Nirmal M. Mittal
Managing Director
DIN: 01528758

Rajiv C Shah
(Partner)
M. No: 043261
UDIN: 25043261BMKYTF8883
Place: Ahmedabad
Date : 22-01-2025

Sohitkumar Mehta
Company Secretary
(M.No.: A33096)

Satishkumar Malaviya
Chief Financial Officer

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)
Survey No. 238/239, Shahwadi, Opp. Aarvee Denim, Narol Sarkhej Highway, Ahmedabad-382405

Annexure 3: Restated Summary Statement of Cash Flows

(Rs. in Lakhs)

Particulars	Year Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
A. Cash flow from operating activities				
Profit before tax, as restated	388.09	471.84	735.69	684.42
Adjustments for :				
Provision for Gratuity	3.18	5.29	(2.23)	17.36
Depreciation and amortisation expense	208.53	493.36	479.62	393.49
Finance costs	131.99	324.86	298.52	234.97
Preference Share Dividend	-	(0.69)	(0.69)	(0.61)
Operating profit before working capital changes	731.78	1,294.66	1,510.91	1,329.62
Changes in working capital:				
(Increase) / decrease Inventories	(265.66)	(578.79)	222.77	64.72
(Increase) / decrease in Trade Receivables	(206.18)	(275.99)	806.18	(116.78)
(Increase) / decrease in Other Non Current Assets	(0.94)	(1.72)	107.89	(147.06)
(Increase) / decrease in Other Current Assets	98.48	220.04	(164.68)	(273.64)
(Increase) / decrease in Short term Loans and Advances	(10.82)	1,436.62	(1,363.05)	186.42
Increase / (decrease) in Trade Payables	235.37	(923.86)	(997.53)	1,325.83
Increase / (decrease) in Other Current Liabilities	16.45	(452.70)	141.99	363.12
Increase / (decrease) in Short Term Provision	96.83	(49.25)	73.00	63.62
Cash generated from / (utilised in) operations	695.31	669.00	337.48	2,795.86
Less : Income tax paid	(83.98)	(61.52)	(99.57)	-
Net cash flow generated from/ (utilised in) operating activities (A)	611.33	607.48	237.91	2,795.86
B. Cash flow from investing activities				
(Increase) / decrease in Long term Loans and Advances	87.57	(6.58)	451.27	(522.08)
(Increase) / decrease Non - Current Investment	-	-	-	70.06
Purchase of property, plant and equipment	(13.98)	(90.47)	(472.48)	(3,685.57)
Net cash flow utilised in investing activities (B)	73.59	(97.05)	(21.21)	(4,137.59)
C. Cash flow from financing activities				
Proceeds from issuance of shares	-	-	-	11.50
Proceeds from Security Premium	-	-	-	967.15
Net of Repayment/Proceeds from Short Term Borrowings	(208.06)	246.50	250.44	284.21
Net of Repayment/Proceeds from Long Term Borrowings	(310.29)	(494.95)	(937.40)	1,158.17
Interest/Finance Charges Paid	131.99	324.86	298.52	234.97
Net cash flow generated from/ (utilised in) financing activities (C)	(650.34)	(573.31)	(985.48)	2,186.06
Net (decrease)/ increase in cash & cash equivalents (A+B+C)	34.58	(62.87)	(768.78)	844.33
Cash and cash equivalents at the beginning of the period/ year	15.36	78.24	847.02	2.69
Cash and cash equivalents at the end of the period/ year	49.94	15.36	78.24	847.02

Note:

The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 1, 2 and 4

The Cash Flow Statement has been prepared under Indirect Method as set out in Accounting Standard 3, 'Cash Flow Statements' notified under Section 133 of the Companies Act, 2013

As per our report of even date attached
For, **RAJIV SHAH & ASSOCIATES**
Chartered Accountants
F. R. N. 108454W

On Behalf of the Board of United Techfab Limited

Gagan N. Mittal
Director
DIN: 00593377

Nirmal M. Mittal
Managing Director
DIN: 01528758

Rajiv C Shah
Partner
M. No: 043261
UDIN: 25043261BMKYTF8883
Place: Ahmedabad
Date : 22-01-2025

Sohitkumar Mehta
Company Secretary
(M.No.: A33096)

Satishkumar Malaviya
Chief Financial Officer

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)
Survey No. 238/239, Shahwadi,Opp.Aarvee Denim, Narol Sarkhej Highway, Ahmedabad-382405

Annexure 4: Statement of Notes to the Restated Financial Information

H. Restatement adjustments, Material regroupings and Non-adjusting items

(a) Impact of restatement adjustments

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Profit after tax as per audited financial statements	266.97	449.47	397.74	578.45
Adjustments to net profit as per audited financial statements				
Gratuity Expense	(20.42)	5.29	(2.23)	17.36
Adjustment owing to change in Partners Ratio	0	-	-	-
Increase / Decrease in Expenses/Income (refer note (b)(i) below)	5.34	122.28	(122.28)	-
Excess / Short Provision for Tax/MAT (refer note (b)(ii) below)		(27.19)	27.19	-
Differed Tax Liability / Assets Adjustments (refer note (b)(iii) below) -	6.73	(1.33)	(53.03)	42.26
Dividend on preference shares		-	(0.69)	(0.61)
Total adjustments	(21.81)	99.04	(151.04)	59.01
Restated profit after tax for the period/ years	288.78	350.43	548.79	519.44

Note:

A positive figures represents addition and figures in brackets represents deletion in the corresponding head in the audited financial statements for respective reporting periods to arrive at the restated numbers.

(b) Explanatory notes for the restatement adjustments

- (i) The Amount relating to the Income / Expenses have been adjusted in the year to which the same realted to & under which head the same realtes to.
- (ii) The Company has provided Excess or Short Provision/MAT in the year in which the Income Tax Return has been filled for the respective financial year But in the Restated Financial Information the company has provided Excess or Short Provision/MAT in the year to which it relates to.
- (iii) There is change in deferred tax assets / liabilities as per audited books of accounts and as per restated books for respective financial covered under the restated financial information and the same has been given effect in the year to which the same realtes to.

To give Explanatory Notes Regarding Adjustment :-

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them I line with the groupings as per audited financial of the company for all the years and teh requirements of teh Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.

(c) Reconciliation of restated Equity / Networth:

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Equity / Networth as per Audited Financials	3,998.62	3,731.65	3,282.87	2,885.13
Adjustment for:		-	-	-
Difference due to conversion of Partners Capital A/C to Share Capital		-	-	-
Difference Pertaining to changes in Profit / Loss due to Restated				
Effect for the period covered in Restated Financial	13.50	(8.31)	90.73	(59.62)
Prior Period Adjustments		-	-	-
Equity / Networth as Restated	4,012.12	3,723.34	3,373.61	2,825.51

To give Explanatory Notes Regarding Adjustment :-

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them I line with the groupings asper audited financial of the company for all the years and the requirements of teh Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.

Annexure 4: Statement of Notes to the Restated Financial Information

C. Contingent liabilities and commitments

(i) Contingent liabilities

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31 March,2023	As at 31 March,2022
Claims against the Company not acknowledged as debt				
Custom Duty saved on import of Capital Goods under EPCG Scheme				
- Under Authorisation no. 0831001876	16.52	16.52	16.52	16.52
- Under Authorisation no. 0831001888	519.48	519.48	519.48	519.48
Bank Guarantee (UGVCL)	110.63	110.63	110.63	43.39
Direct Tax Liability	337.41	337.41	0.10	0.07
Indirect Tax Liability	116.31	-		-
Corporate Guarantee Given by Company	9,624.00	9,624.00	13,130.00	8,307.00
	10,724.34	10,608.03	13,776.72	8,886.45

On October 28, 2024 M/s. Nisan Exim has registered an Arbitration claim before the Hon'ble Micro and Small Enterprises Facilitation Council at Ahmedabad, Gujarat, claiming Rs. 25,35,590/- under Micro, Small and Medium Enterprises Act, 2006 against our Company pertaining to non- payment of invoices raised by the Claimant. The matter is pending hearing and disposal. The matter is currently pending.

D. Earning & Expenditure in foreign currency on accrual basis

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31 March,2023	As at 31 March,2022
Foreign Currency Expenditure (Net off Remittance Charges)				
Earning	-	-	66.86	393.93
Purchase	-	-	-	-
Expenses	-	-	-	-

E. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31 March,2023	As at 31 March,2022
Foreign Currency Exposure that have not been Hedged by Derivative Instruments		-	-	-

F. Changes in Accounting Policies in the Periods/Years Covered In The Restated Financials

There is no change in significant accounting policies adopted by the Company.

G. Notes On Restatement Made In The Restated Financials

- The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
- Contingent liabilities and commitments (to the extent not provided for) - A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources.
- Figures have been rearranged and regrouped wherever practicable and considered necessary.
- The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.
- The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.
- Realizations: In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.
- Contractual liabilities: All other contractual liabilities connected with business operations of the Company have been appropriately provided for.
- Amounts in the financial statements: Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)

Survey No. 238/239, Shahwadi,Opp.Aarvee Denim, Narol Sarkhej Highway, Ahmedabad-382405

Annexure 4 NOTES TO THE RESTATEMENT

A. Background of the Company

Our Company was originally incorporated as United Techfab Private Limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 16th April,2012 issued by Deputy Registrar of Companies, Gujarat,Ahmedabad. Further, our Company was converted from a Private Limited Company to Public Limited Company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the company dated July 5 2024, and consequently, the name of our Company was changed from "UNITED TECHFAB PRIVATE LIMITED" to "UNITED TECHFAB LIMITED" and a fresh certificate of incorporation dated 28/08/2024 was issued to our Company by the Registrar of Companies,Ahmedabad The Corporate Identification Number of our Company is U17120GJ2012PTC069888.

B SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF PREPARATION

The financial statements have been prepared in accordance with the applicable Accounting Standards notified under Section 133 of the the Companies Act, 2013 read with Rule 7 of Companies (Accounts Rules), 2014 under historical cost convention on accrual basis.

All the assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of activities, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

United Techfab Private Limited was converted into United Techfab Limited on 28/08/2024.

b. USE OF ESTIMATES

The preparation of the financial statements is in conformity with Indian GAAP (Generally Accepted Accounting Principles) which requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities as on the date of the financial statements. The estimates and assumptions made and applied in preparing the financial statements are based upon management's best knowledge of current events and actions as on the date of financial statements. However, due to uncertainties attached to the assumptions and estimates made actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

c. REVENUE RECOGNITION:

(i)Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods have been passed to the buyer and it is reasonable to expect ultimate collection. Sale of goods is recognised net of GST and other taxes as the same is recovered from customers and passed on to the government.

(ii) Interest is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

(iii) Other items of income and expenses are recognised on accrual basis.

d. FOREIGN CURRENCY TRANSACTIONS.

Initial recognition

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction.

Measurement of foreign currency monetary items at Balance Sheet date

Foreign currency monetary items (other than derivative contracts) as at Balance Sheet date are restated at the year end rates.

Exchange difference

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)

Survey No. 238/239, Shahwadi, Opp.Aarvee Denim, Narol Sarkhej Highway, Ahmedabad-382405

Annexure 4 NOTES TO THE RESTATEMENT

Exchange differences arising on settlement of monetary items are recognised as income or expense in the period in which they arise.

Exchange difference arising on restatement of foreign currency monetary items as at the year end being difference between exchange rate prevailing on initial recognition/subsequent restatement on reporting date and as at current reporting date is adjusted in the Statement of Profit & Loss for the respective year.

Any expense incurred in respect of Forward contracts entered into for the purpose of hedging is charged to the Statement of Profit and loss.

e. INVESTMENTS

Non-Current/ Long-term Investments are stated at cost. Provision is made for diminution in the value of the investments, if, in the opinion of the management, the same is considered to be other than temporary in nature. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

Current investments are carried at lower of cost and fair value determined on an individual basis. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

f. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(i) Tangible Assets

Property, plant and equipment are stated at historical cost less accumulated depreciation, and accumulated impairment loss, if any. Historical cost comprises of the purchase price including duties and non-refundable taxes, borrowing cost if capitalization criteria are met, directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management and initial estimate of decommissioning, restoring and similar liabilities.

Subsequent costs related to an item of property, plant and equipment are recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in statement of profit and loss during the reporting period when they are incurred.

An item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gains or losses arising from de-recognition are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is de-recognized.

g. DEPRECIATION AND AMORTISATION

Depreciation is calculated using the SLM over their estimated useful lives. The estimates of useful lives of tangible assets are as follows:

Class of Assets	Useful life as per schedule II	Useful Life as per Group
Leasehold Improvements	30 years	30 years
Office equipment	5 Years	3 years
Furniture and fixtures	10 years	10 years
Plant and Machinery	15 years	15 years
Vehicles	8 years	8 years

Leasehold improvements are amortised over of the lease or life of the asset whichever is less.

h. INVENTORIES:

Inventories of traded goods are valued at lower of cost and net realizable value. Cost comprises of all costs of purchase and other costs incurred in bringing the inventories to their present location and condition . Cost formula used is FIFO/weighted average basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost necessary to make the sale.

i. IMPAIRMENT OF ASSETS:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)

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Annexure 4 NOTES TO THE RESTATEMENT

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Company's cash-generating Impairment losses of continuing operations are recognised in the statement of profit and loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

j. RETIREMENT BENEFITS:

(i) Short-term employee benefits

Short term employee benefits are recognised as an expense at the undiscounted amount in the statement of Profit and loss for the year which includes benefits like salary, wages, bonus and are recognised as expenses in the period in which the employee renders the related service

(ii) Post employment benefits:

Defined Contribution Plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognises contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit Plans

Unfunded Plan:The Company has a defined benefit plan for Post-employment benefit in the form of Gratuity.

Liability for the above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company recognises termination benefit as a liability and an expense when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.

k. BORROWING COST

Borrowing costs are interest, commitment charges and other costs incurred by an enterprise in connection with Short Term/ Long Term borrowing of funds. Borrowing cost directly attributable to acquisition or construction of qualifying assets are capitalized as a part of the cost of the assets, upto the date the asset is ready for its intended use. All other borrowing costs are recognized in the Statement of Profit and Loss in the year in which they are incurred.

l. EARNINGS PER SHARE:

The earnings in ascertaining the Company's EPS comprises the net profit after tax attributable to equity shareholders and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit/(loss) after tax attributable to Equity Shareholders (including the post tax effect of extra ordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares which could have been issued on conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. Dilutive potential equity shares are determined independently for each period.

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Annexure 4 NOTES TO THE RESTATEMENT

m. TAXATION:

Tax expense for the year comprising current tax & deferred tax are considered in determining the net profit for the year. Provision is made for current tax and based on tax liability computed in accordance with relevant tax laws applicable to the Company. Provision is made for deferred tax for all timing difference arising between taxable incomes & accounting income at currently enacted or substantively enacted tax rates, as the case may be. Deferred tax assets (other than in situation of unabsorbed depreciation and carry forward losses) are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date. Deferred tax assets, in situation of unabsorbed depreciation and carry forward losses under tax laws are recognised only to the extent that where is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be recognised. Deferred Tax Assets and Deferred Tax Liability are been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liability and where the Deferred Tax Asset and Deferred Tax Liability relate to Income taxes is levied by the same taxation authority.

n. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

(i) Provisions

A provisions is recognized when the Company has a present obligation as a result of past event, if it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation.

(ii) Contingent Liability

Contingent Liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only on the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

(ii) Contingent Assets

Contingent Assets are neither recognised nor disclosed in the financial statements.

o. SEGMENT REPORTING

As per the Accounting Standard (AS 17) on "Segment Reporting", the company prepares its segment information in conformity with the accounting policies adopted for presenting the financial statement as a whole. Allocation of common cost: common allocable cost is proportionally allocated to each segment according to their contribution

p. CASH & CASH EQUIVALENTS

Cash & cash equivalents comprise cash and cash on deposit with banks and corporations. The company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amount of cash to be cash equivalents.

r. Government Grants

Government grants / subsidies received towards specific fixed assets have been deducted from the gross value of the concerned fixed assets and grant / subsidies received during the year towards revenue expenses have been reduced from respective expenses.

Export benefits / incentives are accounted on accrual basis. Accordingly, estimated export benefits against exports affected during the year are taken into account as estimated incentives accrued till the end of the year. In case of License not revalidated after the date of expiry, the proportionate export benefit / incentive taken credit in earlier year(s) is written off in the year of expiry of License.

q Regrouping:

In restated balance sheet Previous year figures have been regrouped to make them comparable wherever necessary.

s Events Occurring after the balance sheet date :

Events occurring after the balance sheet date are those significant events both favorable or unfavorable , that occur between the balance sheet date and the date on which the financial statements are approved by the board of directors in case of company.

Events Occurring after the balance sheet date are of TWO types :

1 Adjusting events :

Those events which provide further evidence of conditions that existed at the balance sheet date . Adjustment to asset and liabilities are required for adjusting events that provide additional information materially affecting the determination of amounts relating to conditions existing at the date of balance sheet.

2 Non Adjusting events :

Adjustment to asset and liabilities is not required for non adjusting events .

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Annexure 5: Restated Statement of Share capital

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Authorised share capital				
Equity shares of Rs. 10 each				
- Number of shares	1,70,00,000.00	40,00,000.00	40,00,000.00	40,00,000.00
- Amount (Rs. in Lakhs)	1,700.00	400.00	400.00	400.00
	1,700.00	400.00	400.00	400.00
Issued, subscribed and fully paid up				
Equity shares of Rs. 10 each				
- Number of shares	23,20,500.00	23,20,500.00	23,20,500.00	23,20,500.00
- Amount (Rs. in Lakhs)	232.05	232.05	232.05	232.05
Compulsory Convertible Non-Cumulative 6% Preference Shares				
- Number of shares	1,15,000.00	1,15,000.00	1,15,000.00	1,15,000.00
- Amount (Rs. in Lakhs)	11.50	11.50	11.50	11.50
	243.55	243.55	243.55	243.55

Reconciliation of equity share capital

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Balance at the beginning of the period/year				
- Number of shares	23,20,500.00	23,20,500.00	23,20,500.00	23,20,500.00
- Amount (Rs. in Lakhs)	232.05	232.05	232.05	232.05
Add: Shares issued during the period/year				
- Number of shares		-	-	-
- Amount (Rs. in Lakhs)		-	-	-
Add: Bonus Shares issued during the period/year				
- Number of shares		-	-	-
- Amount (Rs. in Lakhs)		-	-	-
Balance at the end of the period/year				
- Number of shares	23,20,500.00	23,20,500.00	23,20,500.00	23,20,500.00
- Amount (Rs. in Lakhs)	232.05	232.05	232.05	232.05

Shareholders holding more than 5% of the shares of the Company

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Equity shares of Rs. 10 each				
Kamal Kishor Hada				
- Number of shares	4,64,500.00	4,64,500.00	4,64,500.00	4,64,500.00
- Percentage holding (%)	20.02%	20.02%	20.02%	20.02%
Gagan Nirmal Mittal				
- Number of shares	4,47,300.00	1,45,500.00	1,45,500.00	1,45,500.00
- Percentage holding (%)	19.28%	6.27%	6.27%	6.27%
Ritesh Hada				
- Number of shares	4,81,700.00	4,81,700.00	4,81,700.00	4,81,700.00
- Percentage holding (%)	20.76%	20.76%	20.76%	20.76%
Nirmal Mangalchand Mittal				
- Number of shares	1,45,500.00	1,45,500.00	1,45,500.00	1,45,500.00
- Percentage holding (%)	6.27%	6.27%	6.27%	6.27%
United Polyfab Pvt. Ltd.				
- Number of shares	1,50,000.00	1,50,000.00	1,50,000.00	1,50,000.00
- Percentage holding (%)	6.46%	6.46%	6.46%	6.46%

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Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31 August 2024		
	No of Shares	% of total Shares	% Change during the year
Gagan Nirmal Mittal	4,47,300.00	19.28%	13.01%
Nirmal Mangalchand Mittal	1,45,500.00	6.27%	-
United Polyfab Pvt. Ltd.	1,50,000.00	6.46%	-
Ritesh Hada	4,81,700.00	20.76%	-
Kamal Kishor Hada	4,64,500.00	20.02%	-

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31 March 2024		
	No of Shares	% of total Shares	% Change during the year
Gagan Nirmal Mittal	1,45,500.00	6.27%	-
Nirmal Mangalchand Mittal	1,45,500.00	6.27%	-
United Polyfab Pvt. Ltd.	1,50,000.00	6.46%	-
Ritesh Hada	4,81,700.00	20.76%	-
Kamal Kishor Hada	4,64,500.00	20.02%	-

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31 March 2023		
	No of Shares	% of total Shares	% Change during the year
Gagan Nirmal Mittal	1,45,500.00	6.27	-
Nirmal Mangalchand Mittal	1,45,500.00	6.27	-
United Polyfab Pvt. Ltd.	1,50,000.00	6.46	-
Ritesh Hada	4,81,700.00	20.76	-
Kamal Kishor Hada	4,64,500.00	20.02	-

Particulars	Shares held by Promoters at the end of the year		
	For the year ended 31 March 2022		
	No of Shares	% of total Shares	% Change during the year
Gagan Nirmal Mittal	1,45,500.00	6.27	-
Nirmal Mangalchand Mittal	1,45,500.00	6.27	-
United Polyfab Pvt. Ltd.	1,50,000.00	6.46	-
Ritesh Hada	4,81,700.00	20.76	-
Kamal Kishor Hada	4,64,500.00	20.02	-

Terms & Rights attached to Equity Shares.

The Company has Two class of share referred to as Equity Shares having a par value of Rs.10/- each. Each holder of Equity Shares is entitled to one vote per share. Dividend on such shares is payable in proportion to the paid up amount. Dividend (if any) recommended by board of directors (other than interim dividend) is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of winding up of the company, the holder of Equity Shares will be entitled to receive any of the remaining assets of the company after all preferential amounts and external liabilities are paid in full. The distribution of such remaining assets will be on the basis of number of Equity Shares held and the amount paid up on such shares.

Reconciliation of Preference share capital

Particulars	(Rs. in Lakhs)			
	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
- Number of shares	115000	115000	115000	0
- Amount (Rs. in Lakhs)	11.50	11.50	11.50	0
Add: Shares issued during the period/year				
- Number of shares	0	0	0	115000
- Amount (Rs. in Lakhs)	0	0	0	11.50
Balance at the end of the period/year				
- Number of shares	115000	115000	115000	115000
- Amount (Rs. in Lakhs)	11.50	11.50	11.50	11.50

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Details of Compulsory Convertible Non-cumulative preference shares held by each shareholder holding more than 5% shares:

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Preference shares of Rs. 10 each				
Shivkarma Clothes Private Limited As on 31st August And SIDDHANT COMMERCIAL PVT. LTD. (Previously shareholder Teesta Retail(P) Ltd now amalgamated) Upto 31st March 2024 a				
- Number of shares	115000	115000	115000	115000
- Percentage holding (%)	100.00%	100.00%	100.00%	100.00%

Terms & Rights attached to Equity Shares.

Company issued Compulsory convertible Non Cumulative 6% Preference Shares in F.Y.2020-21 at a Face value of Rs 10 each with a Premium of Rs 841 per share. These preference Share are to be converted after 20 Years, into 1 fully paid up Equity shares against the 1 compulsory Convertible Non Cumulative preference share. In the event of winding up of the company, the holder of Preference Shares will be entitled to receive any of the remaining assets of the company after all external liabilities are paid in full and before the payment to equity share holder. Post conversion of Non Cumulative Preference Share into Equity share, Entire 6% Compulsory Convertible Non Cumulative Preference Share put together will be entitled to vote not more than 4.72% of total voting right of the company.

- (i) The Figures disclosed above are based on the summary statement of assets and liabilities of the company
- (ii) The above statement should be read with the restated statement of assets & liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow, significant accounting policies & notes to restated summary statements as appearing in annexures 1, 2, 3 & 4 respectively.

Annexure 6: Restated Statement of Reserves and surplus

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
A. Surplus in the Restated Summary Statement of Profit and Loss				
Balance at the beginning of the period/year	1,871.65	1,521.92	973.83	455.00
Add / Less :- Prior Period Expense/ Income		-	-	-
Add: Transferred in the scheme of conversion		-		
Add : Transferred from the Restated Summary Statement of Profit and Loss	288.78	350.42	548.77	519.45
less: dividend on preference shares		0.69	0.69	0.62
Balance at the end of the period/year	2,160.43	1,871.65	1,521.92	973.83
B. Security Premium Reserve				
Opening Balance	1,608.13	1,608.13	1,608.13	640.98
Add: Addition during the Year	-	-	-	967.15
Less: Utilization during the year (Whilst Issue of Bonus)	-	-	-	
Balance at the end of the period/year	1,608.13	1,608.13	1,608.13	1,608.13
TOTAL	3,768.55	3,479.78	3,130.04	2,581.96

Note:

- 1 The Figures disclosed above are based on the summary statement of assets and liabilities of the company
- 2 The above statement should be read with the restated statement of assets & liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow,

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Annexure 7: Restated Statement of Long-term / Short-term borrowings

(Rs. in Lakhs)

Particulars	As at 31st August, 2024		As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Secured								
(a) Loans from Banks	3,196.12	-	3,522.76	220.56	3,984.56	-	4,541.36	-
(b) Current Maturity	827.88	827.88	815.38	815.38	789.44	789.44	539.00	539.00
	2,368.23	827.88	2,707.38	1,035.94	3,195.12	789.44	4,002.36	539.00
Unsecured								
(d) Loans from , Directors, Members, Related Parties, & Inter Corporate Deposit								
From Directors, Members, & Related Parties	285.96	-	257.11	-	264.32	-	394.48	-
	285.96	-	257.11	-	264.32	-	394.48	-
	2,654.20	827.88	2,964.49	1,035.94	3,459.44	789.44	4,396.84	539.00

Note: Refer Annexure 7.1 and 7.2 for Details of Long Term Borrowings

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Annexure 7.1: Restated Statement of Details regarding Loan From Bank (Secured)

Borrowings (Secured)

(Rs. in Lakhs)

SNo.	Lender	Credit Facility	Nature of Facility	Sanction Amount	Outstanding as on 31st August, 2024	Outstanding as on 31st March, 2024	Outstanding as on 31st March, 2023	Outstanding as on 31st March, 2022	Rate of Interest/Margin	Repayment Terms	Security / Principal terms and conditions
1	SBI	Term Loan	Long - Term Borrowing	2,700.00	2,420.03	2,496.03	2,677.45	2,717.09	9.70%	90 Months	Primary Security(Term loan): Hypothecation of plant & machinery purchased out of bank finance. Primary Security(solar loan):Hypothecation of solar machinery purchased out of bank finance.
2	SBI	Term Loan(Solar)	Long - Term Borrowing	400.00	342.11	367.68	70.02	NOT AVAILED	10.35%	84 Months (Including Moratorium of 9 Months)	Collateral security: (1) Non-agricultural land bearing Survey No. 238 and 239, admeasuring 7736 Sq. (2)All that immovable property bearing Flat L-201 on 2nd Floor of Tower L, Phase-I admeasuring about 1210 Sq. Ft.
3	PNB Bank	Cash Credit	Short - Term Borrowing	200.00	-	220.55	-	-	10.90%	Repayable on demand	Primary Security: First charge on block assets of the company created out of bank finance in shape of term loan of rs 25.35 cr collateral security: (1)Land - Block No.416, Mouje Village : Miroli, Taluka : Dascroi, Ahmedabad - 382425 (2)Residential Plot No. 135, Nirwana Greens, Sanand, Ahmedabad - 382110 (3)Residential Plot No. 136, Nirwana Greens, Sanand, Ahmedabad - 382110 (4)Pledge of FDR of Rs. 0.42 Crore plus accrued interest thereon stands released with condition to deposit in the Term Loan A/C over and above the regular repayment.
4	PNB Bank	GECL Loan	Long - Term Borrowing	417.00	-	34.75	173.75	312.60	9.25%	60 Months	
5	PNB Bank	Term Loan	Long - Term Borrowing	2,535.00	416.41	616.41	1,051.41	1,491.61	10.90%	84 Months	
6	HDFC Bank	VEHICLE LOAN(TATA ULTRA)	Long - Term Borrowing	12.00	-	-	-	3.30	8.71%	36 Months	Hypothecation of Vehicle
7	ICICI BANK	VEHICLE LOAN(I10)	Long - Term Borrowing	4.50	-	-	-	1.08	9.70%	36 Months	Hypothecation of Vehicle
8	ICICI BANK	VEHICLE LOAN(TOYOTA INNOVA)	Long - Term Borrowing	20.00	-	7.88	11.93	15.67	7.80%	60 Months	Hypothecation of Vehicle
9	HDFC Bank	VEHICLE LOAN(Eicher)	Long - Term Borrowing	17.80	17.56	-	-	-	9.01%	60 Months	Hypothecation of Vehicle
Total					3,196.11	3,743.32	3,984.56	4,541.36			

**Annexure 7.2: Restated Statement of Details regarding Loan From Director/Related Parties/Corporates
Long Term Borrowings (Unsecured)**

(Rs. in Lakhs)

SNo.	Lender	Credit Facility	Nature of Facility	Sanction Amount	Outstanding as on 31st August, 2024	Outstanding as on 31st March, 2024	Outstanding as on 31st March, 2023	Outstanding as on 31st March, 2022	Rate of Interest/Margin	Repayment Terms
1	Gagan N Mittal-HUF	Unsecured Term Loan	Long-Term Borrowing	Not Applicable	29.82	28.54	25.75	23.24	15%(F.Y.2021-22) 12%(F.Y.2022-23 & 2023-24 & Upto Aug 2024)	Repayable on Demand
2	Shri Gagan N Mittal				23.80	23.02	30.56	160.22	9.00%	
3	Nirmal Mittal				0.37	0.36	0.33	4.39	6%(F.Y.2021-22) 9%(F.Y.2022-23&2023-24 & Upto aug 2024)	
4	Mrs Shilpa G Mittal				28.31	27.39	30.08	29.23	15%(F.Y.2021-22) 9%(F.Y.2022-23 & 2023-24 & Upto Aug 2024)	
5	Shri Ritesh Hada				180.25	175.00	175.00	175.00	6%(F.Y.2021-22) 8%(F.Y.2022-23&2023-24 & Upto aug 2024)	
6	Smt.Urmila N Mittal				2.90	2.81	2.60	2.40	9.00%	
7	Amaysha Textiles Pvt Ltd				20.51	-	-	-	9.05%	
TOTAL					285.96	257.11	264.32	394.48		

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Annexure 8: Deferred Tax Assets/Liabilities

(Rs. in Lakhs)

Particulars	As at 31st August, 2024		As at 31st March, 2024		As at 31 March, 2023		As at 31 March, 2022	
Deffered Tax Assets & Liabilities Provision								
Dep as per Book		208.53		493.36		479.62		393.49
Dep as per IT Act		272.62		736.64		796.79		513.82
Brought Forward Loss				0		27.65		580.13
Difference in Depreciation		(64.09)		(243.28)		-344.82		-700.46
Gratuity Provision		3.18		5.29		-2.23		17.36
Carried Forward Loss				-		-		27.65
Adjustment on account of Section 28 to 44 DA Income tax				-		-		-
Total Timing Differece		(60.91)		(237.99)		-347.05		-655.45
Tax Rate as per Income Tax		25.17%		25.17%		25.17%		25.17%
DTA / (DTL)		(15.33)		(59.90)		(87.35)		(164.96)
Deffered Tax Assets & Liabilities Summary								
Opening Balance of DTA / (DTL)		(368.56)		(308.66)		(221.31)		(56.35)
Add: Provision for the Year		(15.33)		(59.90)		(87.35)		(164.96)
Closing Balance of DTA / (DTL)		(383.89)		(368.56)		(308.66)		(221.31)

Note:

In accordance with accounting standard 22, Accounting

Annexure 9: Restated Statement of Other Long-Term Liabilities

Particulars	As at 31st August, 2024		As at 31st March, 2024		As at 31 March 2023		As at 31 March, 2022	
	Long-term		Long-term		Long-term		Long-term	
Advance from customers				-		-		-
Security deposit received				-		-		-
Long term trade payable- Disputed				-		-		-
				-		-		-

Annexure 10: Restated Statement of provisions

Particulars	As at 31st August, 2024		As at 31st March, 2024		As at 31 March 2023		As at 31 March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
TDS/TCS Payable		5.40		9.37		12.08		37.73
Provision for Employee Benefits		0.04		0.10		0.52		-
Provision for Expenses		14.37		32.99		40.82		42.23
Provision for Audit Fees		0.65		0.65		0.55		1.20
Provision for Tax		175.93		61.18		99.57		0.00
Provision for Gratuity	21.38	2.22	18.45	1.97	13.54	1.58	16.20	1.16
Dividend Payable		-		0.62		0.62		0.00
Provision for CSR		5.34		-		-		-
	21.38	203.95	18.45	106.88	13.54	155.75	16.20	82.32

Note:

1 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

2 The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

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Annexure 10.1: Restated Statement of Provisions

The following table sets out the status of the Gratuity Scheme in respect of employees of the Company:

Particulars	As at 31 August, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Discontinuance Liability	19.54	17.55	13.33	14.00
Projected Benefit Obligation	23.60	20.42	15.13	17.36
Funding Status	Non funded	Non funded	Non funded	Non funded
Fund Balance	N.A	N.A	N.A	N.A
Current Liability	2.22	1.97	1.58	1.16
Non Current Liability	21.38	18.45	13.54	16.20

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022	
Demographic Assumption:				
Mortality Rate	Indian Assured Lives Mortality 2012-14(urban)	Indian Assured Lives Mortality 2012-14(urban)	Indian Assured Lives Mortality 2012-14(urban)	Indian Assured Lives Mortality 2012-14(urban)
Retirement Age	58Years	58Years	58Years	58Years
Attrition Rate	10% p.a.for all service groups	10% p.a.for all service groups	10% p.a.for all service groups	10% p.a.for all service groups
Financial Assumption:				
Salary Escalation Rate	10% p.a.	10% p.a.	10% p.a.	10% p.a.
Discount Rate	7.00% p.a.(indicative G.Sec referenced on 31-08-2024)	7.21% p.a.(indicative G.Sec referenced on 28-03-2024)	7.41% p.a.(indicative G.Sec referenced on 31-03-2023)	6.90% p.a.(indicative G.Sec referenced on 31-03-2022)

Annexure 11: Restated Statement of Trade payables

Particulars	As at 31 August, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Dues of micro and small enterprises (refer note below)		-	-	
Dues to others	2838.69	2622.51	3,513.43	4,523.96
Creditors for Expenses	29.32	10.13	43.07	30.07
Total	2,868.01	2,632.64	3,556.50	4,554.03

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Annexure 11.1:Trade payables ageing schedule

Particulars	As at 31 August, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Disputed Dues			-	-
Undisputed Dues				
(a) Micro, Small & Medium Enterprise				
Less than 1 year	4.17	-	-	-
1 to 2 years	-	-	-	-
2 to 3 years	-	-	-	-
More than 3 Years	-	-	-	-
	-			
(b) Other				
Less than 1 year	2,850.18	2,629.11	3,544.18	4,553.87
1 to 2 years	3.53	3.53	12.32	-
2 to 3 years	10.13	-	-	-
More than 3 Years	-	-	-	0.16

Note: Micro and Small Enterprises

1 The Company is in the process of obtaining necessary confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises (MSME) Development Act, 2006 (the 'Act') and hence disclosures regarding the following have not been made:

- i. Amount due and outstanding to MSME suppliers as at the end of the accounting period / year.
- ii. Interest paid during the period / year to MSME.
- iii. Interest payable at the end of the accounting period / year to MSME.
- iv. Interest accrued and unpaid at the end of the accounting period / year to MSME.

Management believes that the figures for disclosures, if any, will not be significant.

2 Trade Payables for each period are taken as certified by the management of the company

Annexure 12: Restated Statement of Other Current Liabilities

Particulars	As at 31 August, 2024	As at 31 March, 2024	As at 31 March, 2023	As at 31 March, 2022
Other Current Liabilities				
Other Payables	68.86	52.41	505.11	363.12
	68.86	52.41	505.11	363.12

Notes:

1 Advance received from the customers have been taken as certified by the management of the company and no security has been offered by the company against the same.

2 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

3 The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 13: Restated Statement of Property, Plant and Equipment

(Rs. in Lakhs)

Gross block	Air Conditioner	Commercial Vehicle	Computers & Printers	Factory Bulding	Furniture & Fixtures	Office Equipment	Plant & Machinery	Fires Safety Systems	Electrical Installation	Solar Power Plant	Total
Balance as at 1 April 2021	1.41	47.76	0.99	556.58	10.05	3.61	2,887.27	0.70	336.73	-	3,845.10
Additions	-	16.64	0.55	276.59	0.84	-	3,566.88	4.03	114.42	-	3,979.95
Subsidy received	-	-	-	-	-	-	260.09	-	-	-	260.09
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2022	1.41	64.40	1.53	833.17	10.89	3.61	6,194.06	4.73	451.15	-	7,564.95
Additions	-	-	0.15	49.58	-	-	45.44	-	2.69	377.74	475.60
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	1.41	64.40	1.68	882.75	10.89	3.61	6,239.50	4.73	453.84	377.74	8,040.55
Additions	-	-	-	-	-	0.10	-	-	-	-	0.10
Disposals	-	-	-	25.10	-	-	-	-	-	-	25.10
Balance as at 31 March 2024	1.41	64.40	1.68	857.65	10.89	3.71	6,239.50	4.73	453.84	377.74	8,015.56
Additions	-	13.98	-	-	-	-	-	-	-	115.47	129.45
Disposals	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 August 2024	1.41	78.38	1.68	857.65	10.89	3.71	6,239.50	4.73	453.84	493.21	8,145.00
Accumulated depreciation and amortisation											
Balance as at 31 March 2021	0.49	6.94	0.66	74.23	3.04	0.94	968.25	0.29	138.76	-	1,193.61
Depreciation charge	0.13	6.03	0.22	18.59	0.96	0.89	332.68	0.12	33.86	-	393.49
Deduction/ Adjustment	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2022	0.62	12.97	0.88	92.82	4.01	1.83	1,300.93	0.42	172.63	-	1,587.10
Depreciation charge	0.13	7.65	0.33	27.18	1.03	0.84	394.52	0.45	43.07	4.42	479.62
Deduction/ Adjustment	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2023	0.76	20.62	1.20	120.01	5.04	2.67	1,695.45	0.86	215.69	4.42	2,066.72
Depreciation charge	0.13	7.65	0.22	26.72	1.03	0.85	395.25	0.45	43.11	17.94	493.36
Deduction/ Adjustment	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 March 2024	0.89	28.27	1.42	146.72	6.08	3.51	2,090.70	1.31	258.81	22.37	2,560.08
Depreciation charge	0.06	3.48	0.09	11.36	0.43	0.01	165.23	0.19	18.02	9.66	208.53
Deduction/ Adjustment	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31 August 2024	0.95	31.75	1.52	158.08	6.51	3.53	2,255.92	1.50	276.83	32.03	2,768.61
Net block											
Balance as at 31 March 2021	0.92	40.82	0.33	482.35	7.01	2.67	1,919.02	0.41	197.97	-	2,651.49
Balance as at 31 March 2022	0.79	51.43	0.65	740.35	6.88	1.78	4,893.13	4.31	278.52	-	5,977.85
Balance as at 31 March 2023	0.65	43.78	0.48	762.74	5.85	0.94	4,544.05	3.87	238.15	373.32	5,973.83
Balance as at 31 March 2024	0.52	36.13	0.26	710.93	4.81	0.20	4,148.80	3.42	195.03	355.37	5,455.48
Balance as at 31 August 2024	0.46	46.63	0.17	699.57	4.38	0.19	3,983.58	3.23	177.01	461.18	5,376.40

Annexure 13: Restated Statement of Property, Plant and Equipment

Capital Work in Progress (Owned)		C. Intangible Assets		
Particulars	Total	Particulars	Software	Total
Balance as at 31 March 2021	37.41	Gross block		
Additions	3,634.46	Balance as at 31 March 2021	-	-
Disposals	3,668.75	Additions	-	-
Balance as at 31 March 2022	3.12	Disposals	-	-
Additions	463.97	Balance as at 31 March 2022	-	-
Disposals	467.09	Additions	-	-
Balance as at 31 March 2023	-	Disposals	-	-
Additions	115.47	Balance as at 31 March 2023	-	-
Disposals/Transfer	-	Additions	-	-
Balance as at 31 March 2024	115.47	Disposals	-	-
Additions	-	Balance as at 31 March 2024	-	-
Disposals/Transfer	115.47	Additions	-	-
Balance as at 31 August 2024	-	Disposals	-	-
		Balance as at 31 August 2024		
		Accumulated depreciation and amortisation		
		Balance as at 31 March 2021	-	-
		Depreciation charge	-	-
		Deduction/ Adjustment	-	-
		Balance as at 31 March 2022	-	-
		Depreciation charge	-	-
		Deduction/ Adjustment	-	-
		Balance as at 31 March 2023	-	-
		Depreciation charge	-	-
		Deduction/ Adjustment	-	-
		Balance as at 31 March 2024	-	-
		Depreciation charge	-	-
		Deduction/ Adjustment	-	-
		Balance as at 31 August 2024		

13.1 Capital Work-in-progress

As on 31 March, 2022				
PARTICULARS				TOTAL
	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
PROJECT IN PROGRESS	3.12	-	-	3.12
PREOJECTS TEMPORARILY SUSPENDED	-	-	-	-
As on 31 March, 2023				
PARTICULARS				TOTAL
	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
PROJECT IN PROGRESS	-	-	-	-
PREOJECTS TEMPORARILY SUSPENDED	-	-	-	-
As on 31 March, 2024				
PARTICULARS				TOTAL
	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
PROJECT IN PROGRESS	115.47	-	-	115.47
PREOJECTS TEMPORARILY SUSPENDED	-	-	-	-
As on 31 August, 2024				
PARTICULARS				TOTAL
	1-2 YEARS	2-3 YEARS	MORE THAN 3 YEARS	
PROJECT IN PROGRESS	-	-	-	-
PREOJECTS TEMPORARILY SUSPENDED	-	-	-	-

¹ The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

² The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

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Annexure 14: Restated Statement of Non current investment

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31 March, 2023	As at 31 March, 2022
	Land at Timba	57.38	57.38	57.38
	<u>57.38</u>	<u>57.38</u>	<u>57.38</u>	<u>57.38</u>

Annexure 15: Restated Statement of Loans and advances

(Rs. in Lakhs)

Particulars	As at 31st August, 2024		As at 31 March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Advances to Staff	12.63	6.35	12.63	6.51	-	14.15	-	15.20
Capital Advance	103.39	-	103.39	-	115.74	-	104.34	-
Advance other than Corporate	109.00	1.15	135.77	-	132.17	-	100.00	-
Advance to Corporates	-	63.45	60.80	55.28	58.10	1,445.66	552.94	50.00
Balance with Revenue Authorities	-	208.94	-	216.38	-	251.57	-	286.14
Advance for Administrative/Operating Expenses	-	10.74	-	1.64	-	5.04	-	2.03
	<u>225.02</u>	<u>290.63</u>	<u>312.59</u>	<u>279.81</u>	<u>306.01</u>	<u>1,716.42</u>	<u>757.28</u>	<u>353.37</u>

Note :-

- 1 Advance given to suppliers have been taken as certified by the management of the company.
- 2 No Securites have been taken by the company against advances given to suppliers.
- 3 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.
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Annexure 16: Restated Statement of Other Non Current Asset

Particulars	As at 31st August, 2024	As at 31 March, 2024	As at 31st March, 2023	As at 31st March, 2022
	Long-term	Long-term	Long-term	Long-term
UGVCL-Security Deposit	-	-	-	67.24
Prepaid Expenses	-	-	-	0.29
Sales Tax Deposit	5.81	5.81	5.81	5.81
Balances with Bank (FD against Bank Guarantee)	36.03	35.08	33.36	73.72
	<u>41.83</u>	<u>40.89</u>	<u>39.17</u>	<u>147.06</u>

Annexure 17 : Other Current Assets

Particulars	As at 31st August, 2024	As at 31 March, 2024	As at 31st March, 2023	As at 31st March, 2022
	Short-term	Short-term	Short-term	Short-term
Prepaid Expenses	5.91	11.44	15.04	7.43
Balance with Revenue Authorities	113.90	182.06	301.00	196.64
UGVCL-Interest on SD	-	24.78	-	1.49
Insurance Claim Receivable	-	-	-	68.07
Subsidy Receivables	-	-	122.28	-
	<u>119.80</u>	<u>218.28</u>	<u>438.32</u>	<u>273.64</u>

Note :-

- 1 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
- 2 The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

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Annexure 18 : Restated Statement of Trade Receivables

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
I. From Others				
Less than Six Months	3,234.52	3033.20	2,680.93	3,237.81
6 Months to 1 Year	7.54	4.76	77.68	352.59
1 Year to 2 Years	24.45	32.95	42.98	17.37
2 Years to 3 Years	13.24	6.68	-	-
More Than 3 Years	4.01	-	-	-
(ii) Undisputed – which have significant increase in credit risk	-	-	-	-
(iii) Undisputed – credit impaired	-	-	-	-
(iv) Disputed – considered good	-	-	-	-
(v) Disputed – which have significant increase in credit risk	-	-	-	-
(vi) Disputed– credit impaired	-	-	-	-
	3283.76	3077.58	2,801.59	3,607.77

Note :-

As per the view of the Management of the Company there is no doubtful debts and hence provision for doubtful debts have not been made.

Trade Receivables for each period have been taken as certified by the Management of the Company.

The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 19 : Restated Statement of Inventories

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Stores and spares	6.74	7.19	4.25	2.08
Finished Goods	732.83	601.47	582.16	448.91
Work-in- Progress	299.02	190.15	70.57	196.80
Raw Materials	304.50	291.91	38.99	213.49
Packing Material	8.44	9.30	23.52	42.88
Stock-in-Trade	243.98	229.84	31.58	69.67
	1,595.52	1,329.86	751.07	973.84

Note :-

Value of Inventories for each period have been taken as certified by the management of the company.

Annexure 20 : Restated Statement of Cash and Bank Balances

(Rs. in Lakhs)

Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Cash and cash equivalents				
Cash on hand	1.02	3.10	3.47	0.05
Balances with Banks	-			
In Current Accounts	44.37	0.0020	0.0015	800.0015
Other Banks Balance	-			
Bank Cash Credit			73.66	46.08
Bank Overdraft	0.002	11.72	0.62	0.31
BPCL E-Fleet Card	4.55	0.54	0.49	0.58
	49.94	15.36	78.24	847.02

Note :-

The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

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Annexure 21: Restated Statement of Revenue from operations

(Rs. in Lakhs)

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Sale of Goods				
Domestic Sale	19,559.16	76,071.06	66,907.85	77,483.03
Export Sale	-	-	66.86	393.93
Job Work Sales	-	119.44	131.85	20.59
	<u>19,559.16</u>	<u>76,190.50</u>	<u>67,106.56</u>	<u>77,897.55</u>
State wise Sales:				
Delhi	18.72	23.93	-	8.35
Gujarat	19,472.06	76,022.65	67,021.01	77,446.60
Karnataka	51.81	18.55	-	8.36
Maharashtra	22.30	32.86	-	0.77
Rajasthan	-	17.93	18.69	(4.72)
West Bengal	(5.74)	74.59	-	44.61
Madhya Pradesh	-	-	-	(0.34)
Total Domestic Revenue	<u>19,559.16</u>	<u>76,190.50</u>	<u>67,039.70</u>	<u>77,503.62</u>
Export Revenue:				
Nepal	-	-	66.86	393.93
Total Export Revenue	<u>-</u>	<u>-</u>	<u>66.86</u>	<u>393.93</u>
Revenue From Operation	<u>19,559.16</u>	<u>76,190.50</u>	<u>67,106.55</u>	<u>77,897.55</u>

21.1 Annexure to Revenue from Operations

(Rs. in Lakhs)

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Details of Sales of Products - Trading				
Sale of Yarn	12,382.68	57,898.76	43,625.36	36,084.13
Sale of Cotton Fabrics	-	-	-	15,401.54
Sale of Dyed Cloth	-	-	-	1,754.27
Sub Total(A)	<u>12,382.68</u>	<u>57,898.76</u>	<u>43,625.36</u>	<u>53,239.95</u>
Details of Sales of Products - Manufacturing				
Sale of Dyed Cloth	100.62	322.73	2,439.86	3,783.24
Sale of Dyed Cloth (Export)	-	-	66.86	393.93
Sale of Grey Fabrics & Denim Fabrics	7,075.85	17,849.17	20,841.16	20,459.56
Scrap Sale	-	0.40	1.47	0.28
Sub Total(B)	<u>7,176.47</u>	<u>18,172.30</u>	<u>23,349.35</u>	<u>24,637.01</u>
Income from Job work				
Sale of Grey Job	-	119.44	131.85	20.59
Sub Total(C)	<u>-</u>	<u>119.44</u>	<u>131.85</u>	<u>20.59</u>
TOTAL(A+B+C)	<u>19,559.16</u>	<u>76,190.51</u>	<u>67,106.56</u>	<u>77,897.55</u>

1 The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .

2 The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

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Annexure 22 : Restated Statement of Other Income

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Other Non Operating Income				
Foreign Exchange Fluctuation Gain		-	-	0.34
Insurance Claim Refund		8.85	-	-
Interest on unsecured loan	12.75	98.16	187.15	22.90
Interest On FD	-	-	-	4.09
Interest On FD with UGVCL	1.00	1.89	2.33	1.66
Interest on Income Tax Refund	0.24	4.17	-	0.47
Rent Income	2.00	4.80	4.80	4.80
Sales Tax Refund		-	-	8.59
Sundry Balance W/Off	0.01	0.05	0.44	0.06
	16.00	117.92	194.72	42.91

Note:

- The classification of 'Other income' as recurring or non-recurring and related or non-related to business activity is based on the current operations and business activities of the Company, as determined by the management.
- The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 23 : Cost of Material Consumed

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Opening Stock	291.91	38.99	213.49	85.37
Manufacturing Goods	-			
Add: Total Cost of Purchases	6,325.38	16,318.69	20,112.50	21,174.21
Less: Closing Stock	304.50	291.91	38.99	213.49
	6,312.80	16,065.76	20,287.00	21,046.09

Annexure 23A: Purchase of Stock-In-Trade

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Purchase of Stock-In- Trade	12,378.60	58,040.41	43,552.86	53,247.94
	12,378.60	58,040.41	43,552.86	53,247.94

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Annexure 23B: Change In Inventory of Finished Goods, Stock In Trade and WIP

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Finished Goods / Stock In Trade/WIP				
Opening Stock				
WIP	190.15	70.57	196.80	119.80
Stock-in-Trade	229.84	31.58	69.67	53.02
Finished Goods	601.47	582.16	448.91	779.18
Total Opening Stock	1,021.46	684.31	715.39	951.99
Less: Closing Stock				
WIP	299.02	190.15	70.57	196.80
Stock-in-Trade	243.98	229.84	31.58	69.67
Finished Goods	732.83	601.47	582.16	448.91
Total Closing Stock	1,275.84	1,021.46	684.31	715.39
	(254.38)	(337.15)	31.08	236.61

Note:

- The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 24 : Restated Statement of Employee Benefits Expense

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Director Remuneration and Sitting Fee	3.75	9.00	6.00	2.40
Employee insurance	-	-	-	-
Gratuity	3.18	5.29	(2.23)	17.36
Salaries, wages and bonus	114.34	284.18	276.46	236.79
Contributions to Provident Fund and Other Fund	0.34	0.68	0.40	0.09
Gratuity and Leave Encashment / Reversal	-	-	-	-
Staff welfare expenses		-	-	-
Staff Welfare Expenses		0.35	0.30	0.35
	121.60	299.50	280.93	257.00

Note:

- The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
- The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 25: Restated Statement of Finance Costs

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Interest expense:				
Interest expense	149.98	409.65	408.16	294.82
Bank Charges & Commission	5.17	6.54	12.64	8.64
Less:-Interest Subsidy	23.16	91.33	122.28	68.50
	131.99	324.86	298.52	234.97

Note:

- The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .

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Annexure 26: Restated Statement of Other Expenses

(Rs. in Lakhs)

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Manufacturing Expenses				
Job Work Charges	21.18	37.80	583.65	1,147.53
Power Expense	167.65	622.76	748.56	446.02
Repairs & Maintaince (Plant)	6.91	32.83	34.44	22.18
Repairs & Maintaince (Building)	2.84	4.23	7.81	2.64
Factory Expense	1.27	2.85	-	-
Consumption of Stores and Spares	31.06	86.93	50.84	65.68
Loading and Unloading	4.42	12.10	13.00	18.00
Consumption of Packing Material	16.03	62.21	69.82	73.00
Drawing & Design Exp	6.82	17.65	15.12	12.03
Checking & Testing Expense	-	0.16	0.14	0.08
Pollution Control Expenses	-	-	-	1.25
Fire Safety Systems Charges	-	-	-	0.07
Total	258.17	879.52	1,523.38	1,788.49
Statutory Expenses				
Import Duty & Exp	0.01	0.93	0.05	1.22
Interest on GST/VAT	0.00	0.01	0.58	1.45
Corporate Social Responsibility	5.34	10.58	7.53	-
Total	5.36	11.52	8.16	2.67
Administrative Expenses				
Auditors Remuneration	-	0.65	0.55	0.65
Professional & Legal Charges	2.59	3.21	9.20	5.99
Insurance	5.41	14.22	9.04	7.78
Office Expenses	1.74	3.64	3.53	4.34
Stationary/Printing/Postage Expense	0.81	1.77	2.03	5.00
Rates and Taxes	12.19	2.17	0.50	0.30
Conveyance & Travelling	1.30	14.21	13.88	12.40
Puja Expenses	-	-	0.09	0.26
Prior Period Expenses	-	-	0.13	-
Donation Expenses	-	-	-	0.05
Total	24.03	39.87	38.95	36.77
Selling and Distribution Expenses				
Repairs & Maintenance- Vehicle	-	4.73	2.30	2.74
Commision & Brokerage	0.37	12.23	27.90	5.93
Cash Discount	-	-	33.68	-
Clearing and Forwarding Charges	-	0.24	0.23	0.60
Traveling Exp	-	1.07	0.80	1.17
Sales Promotion Expenses	-	0.24	0.18	1.58
Foreign Exchange Fluctuation Loss	-	0.42	-	-
Total	0.37	18.93	65.09	12.02
Grand Total	287.93	949.84	1,635.58	1,839.95

Annexure 27: Restated Statement of Earning Per Equity Shares

Particulars	Year Ended 31st Aug, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Before Exceptional Items				
1. Net Profit after tax as per Statement of Profit and Loss (Rs. in Lakhs)	288.78	350.42	548.77	519.45
Less:dividend of preference shares	-	0.69	0.69	0.62
1. Net Profit and Loss attributable to Equity Shareholder (Rs. in Lakhs)	288.78	349.73	548.08	518.83
2. Weighted Average Number of Equity Shares (Original)	23,20,500	23,20,500	23,20,500	23,20,500
3. Weighted Average Number of Equity Shares used as denominator for calculating EPS (After considering Bonus Impact with retrospective effect)	1,09,59,750	1,09,59,750.00	1,09,59,750.00	1,09,59,750.00
4.Basic and Diluted Earning Per Share (On Face value of Rs. 10/- per Share)	2.63	3.19	5.00	4.73

Note:

The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .

The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Basic and Diluted earnings per share (₹)	Restated Profit after tax attributable to equity shareholders
	<u>Weighted average number of equity shares outstanding during the period/year</u>

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Annexure 28 : Restated Statement of Accounting and Other Ratios

(Rs. in Lakhs)

Sr. no.	Particulars	Year Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
A	Net worth, as restated (₹)	4,012.10	3,723.33	3,373.59	2,825.51
B	Profit after tax, as restated (₹)	288.78	350.42	548.77	519.45
C	Weighted average number of equity shares outstanding during the period/ year				
	For Basic earnings per share	23,20,500	23,20,500	23,20,500	23,20,500
	For Diluted earnings per share	24,35,500	24,35,500	24,35,500	24,35,500
	For Basis/Diluted earnings per share after bonus issue	1,09,59,750	1,09,59,750	1,09,59,750	1,09,59,750
D	Earnings per share				
	Basic earnings per share (₹) (B/C)	12.44	15.10	23.65	22.39
	Diluted earnings per share (₹) (B/C)	11.86	14.39	22.53	21.33
	Basic/Diluted earnings per share (₹) (B/C) (Post Bonus)	2.63	3.19	5.00	4.73
E	Return on Net Worth (%) (B/A*100)	7.20%	9.41%	16.27%	18.38%
F	Number of shares outstanding at the end of the period/ year*	23,20,500	23,20,500	23,20,500	23,20,500
G	Number of shares outstanding at the end of the period/ year (Adjusted for Bonus Issue)*	1,09,59,750	1,09,59,750	1,09,59,750	1,09,59,750
H	Net asset value per equity share of ₹ 10 each(A/F) (Pre-bonus)	172.90	160.45	145.38	121.76
I	Net asset value per equity share of ₹ 10 each(A/G) (Post-bonus)	36.61	33.97	30.78	25.78
I	Face value of equity shares (₹)	10.00	10.00	10.00	10.00
J	Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA)	712.61	1,172.14	1,319.11	1,269.96

(#) For Calculation of Basic earnings per share, the Preference share Dividend has not been deducted from Profit After Tax (PAT)

Notes :-

1) The ratios have been computed in the following manner :

a) Basic earnings per share (₹)

$$\frac{\text{Restated Profit after tax}}{\text{Weighted average number of equity shares outstanding during the period/year}}$$

b) Diluted earnings per share (₹)

$$\frac{\text{Restated Profit after tax}}{\text{Weighted average number of equity and preference shares outstanding during the period/year}}$$

c) Return on net worth (%)

$$\frac{\text{Restated Profit after tax}}{\text{Restated Net worth as at period/ year end}}$$

d) Net asset value per share (₹)

$$\frac{\text{Restated Net Worth as at period/ year end}}{\text{Total number of equity shares as at period/ year end}}$$

2) The figures disclosed above are based on the Restated Financial Information of the Company.

3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

4) Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Summary Statement of Profit and Loss) after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off.

5) The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.

6) Earning Before Interest, Taxes, Depreciation & Amortization (EBITDA) = Profit before Tax + Finance Cost + Depreciation - Other Income

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Annexure 29 : Statement of Tax Shelter

Particulars	Year Ended 31st August, 2024	Year Ended 31st March, 2024	Year Ended 31st March, 2023	Year Ended 31st March, 2022
Profit before tax, as restated (A)	388.09 25.17%	471.84 25.17%	735.69 25.17%	684.42 25.17%
Tax expense at nominal rate [C= (A*B)]	97.67	118.75	185.16	172.25
Adjustments				
Permanent differences				
Other Expenses/Income	5.34	122.28 -	122.28	-
Adjustment on account of Section 36 & 37 under Income tax Act, 1961	1.76	10.67	8.42	0.13
Bad debts Written off		-	-	-
Addition under section 28 to 44DA	-0.6	(1.44)	(1.44)	(1.44)
Total permanent differences (D)	6.50	131.51 -	115.30	(1.31)
Timing differences				
Depreciation difference as per books and as per tax	(64.09)	(243.28) -	317.17 -	120.32
Provision for gratuity	3.18	5.29 -	2.23	17.36
Total timing differences €	(60.91)	(237.99) -	319.40 -	102.97
Deduction under Chapter VI-A (F)				
Net adjustments(G)=(D+E+F)	333.68	365.36	300.99	580.14
Brought Forward Loss (ab)	-	-	27.65	607.78
Brought Forward Loss (Utilisation)(ac)	-	-	27.65	580.13
Unabsorbed Depreciation	-	-	-	-
Carried Forward Loss	-	-	-	27.65
Net Adjustment After Loss Utilisation (H)= (G)+(ac)	333.68	365.36	273.34	0.01
Tax impact of adjustments (I)=(H)*(B)	83.98	91.95	68.79	-
Tax expenses (Normal Tax Liability) (J= C+I) (derived)	83.98	91.95	68.79	-
Add/Less: Adjustment in subsidy received		-30.78	30.78	
Net Tax expenses (Normal Tax Liability) (J= C+I) (derived)	83.98	61.18	99.57	-
Minimum Alternate Tax (MAT)				
Income as per MAT				
Less :- Business Loss or Unabsorbed Depre w.e. Lower	-	-	-	-
Net Income as per MAT	-	-	-	-
Tax as per MAT	-	-	-	-
Tax Expenses= MAT or Normal Provision of Income				
Tax paid as per "MAT" or "Normal"provision	-	-	-	-

Notes:

1. The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 (as amended).
2. The permanent/timing differences for the years 31 March 2021 and 2022 have been computed based on the Income-tax returns filed for the respective years after giving adjustments to restatements, if any.
3. Figures for the Period ended 31st August, 2024 have been derived from the provisional computation of total income prepared by the Company in line with the final return of income will be filed for the assessment year 2024-2025 and are subject to any change that may be considered at the time of filing return of income for the assessment year 2024-2025
4. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.

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Annexure 30: Restated Statement of Capitalisation**(Rs. in Lakhs)**

Particulars	Pre Issue (As at 31st August, 2024)	Post Issue
Borrowings		
Short- term Debt	-	[•]
Long- term Debt (A)	3,482.08	[•]
Total Borrowings (B)	3,482.08	[•]
Shareholders' funds		
Share capital	243.55	[•]
Reserves and surplus	3,768.55	[•]
Total Shareholders' funds (C)	4,012.10	[•]
Long- term borrowings/ equity* {(A)/(C)}	0.87	[•]
Total borrowings / equity* {(B)/(C)}	0.87	[•]

* equity= total shareholders' funds

Notes:

- 1 Short-term borrowings implies borrowings repayable within 12 months from the Balance Sheet date and includes the current maturities of long-term borrowings. Long-term borrowings are debts other than short-term borrowings.
- 2 The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.
- 3 The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company

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Annexure 31: Restated Statement of Related Party Transaction

Annexure 31.1 List of all related parties

Name of related party	Nature of relationship
Gagan Nirmal Mittal	Promoter, Chairman and Director
Nirmal Mangalchand Mittal	Promoter and Managing Director
Ritesh k Hada	Promoter and Non-Executive Director
Safal Patel	Independent Directors
Sejal Parmar	
Satish Malaviya	
Sohit Mehta	Chief Financial Officer
Shilpa Gagan Mttal	Company Secretary and Compliance Officer
Urmila Nirmal Mittal	
Gagan Nirmal Mittal HUF	Promoter's Spouse
United Polyfab Private Limited	Promoter's HUF
Vinod Spinners Private Limited	Promoter
United Polyfab Gujarat Limited	Promoter/Director/KMP having significant influence
Vinod Denim Limited	
United Duplus Pvt.Ltd.	
Vinod fabrics Private Limited	
Vinod Cotfab Private Limited	
Mittal Polycot Gujarat LLP	

Annexure 31.2 Transactions with Related Party

(Rs. in Lakhs)

Name of Party	Nature of Transaction	01-04-2024 to 31-08-2024	FY 2023-24	FY 2022-23	FY 2021-22
United Polyfab Gujarat Limited	Sales	12176.57	56366.62	43625.36	32,666.92
	Purchase	205.88	465.89	770.24	-
	Rent	2.00	4.80	4.80	4.80
United Polyfab Private Limited	Sales	206.12	181.06	-	419.44
	Purchase	10361.46	56652.92	45094.30	27,301.56
Vinod denim Limited	Sales	7075.85	17849.17	19,091.22	15,933.01
Vinod Fabrics Private Limited	Job work Charges	0.00	6.72	251.15	282.92
Vinod Spinners Private Limited	Purchase	4819.07	11385.28	13,771.15	11,276.75
Vinod Cotfab Private Limited	Sales	-	-	-	12,069.90
	Purchase	-	-	-	10,206.77
Mittal Polycot Gujarat LLP	Purchase	-	-	-	3,044.23
Gagan Nirmal Mittal	Interest	0.86	2.74	6.63	18.69
	Remuneration	3.75	9.00	6.00	-
	Unsecured Loan Repaid	-	10.00	135.63	130.91
	Unsecured Loan Availed	-	-	-	-
Shilpa Gagan Mttal	Interest on Unsecured Loan	1.03	2.56	2.62	3.86
	Loan Repaid	-	5.00	1.50	-
Urmila Nirmal Mittal	Interest on Unsecured Loan	0.11	0.23	0.22	2.67
	Loan Repaid	-	-	-	55.28
Gagan Nirmal Mittal HUF	Interest on Unsecured Loan	1.43	3.09	2.79	6.46
	Loan repaid/taken	-	-	-	50.00
Nirmal Mangalchand Mittal	Interest	0.01	0.03	0.37	4.88
	Loan Given	-	-	-	-
	Loans Repaid	-	-	4.39	163.05
	Rent	-	0.30	0.30	0.30
Ritesh k Hada	Interest	5.83	14.00	14.00	11.16
	Loans Repaid	-	14.00	14.00	41.16
United Duplus Pvt.Ltd.	Interest	-	-	-	7.05
	Loans Repaid	-	-	-	212.56

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Annexure 31: Restated Statement of Related Party Transaction

Annexure 31.3 Amount outstanding with Related Party

(Rs. in Lakhs)

Name of Party	Nature of Transaction	Amount outstanding as	Amount outstanding as	Amount outstanding as	Amount
		on 31.08.2024	on 31.03.2024	on 31.03.2023	outstanding as on
		Payable/(Receivable)	Payable/(Receivable)	Payable/(Receivable)	31.03.2022
					Payable/(Receivable)
United Polyfab Gujarat Limited	Rent	1.3	1.73	5.62	0.43
	Trade Payable	0	185.93	405.08	-
	Trade Receivable	0	-		584.25
Vinod Spinners Private Limited	Trade Payable	2485.64	1,467.08	1,893.92	1,327.65
Vinod Fabrics Private Limited	Trade Payable	0	0.40	0.14	122.71
Vinod Denim Limited	Trade Receivable	1738.82	1,495.25	1,859.97	519.72
United Polyfab Private Limited	Trade Payable	101.39	47.80	637.38	1,795.90
	Trade Receivable	0	-	8.90	9.80
Gagan Nirmal Mittal	Loans and Advances/Unsecured Loan/ Remuneration	23.80	23.02	30.56	160.21
Shilpa Gagan Mttal	Loans and Advances/Unsecured Loan	28.31	27.39	30.08	29.61
Urmilla Nirmal Mittal	Loans and Advances/Unsecured Loan	2.90	2.81	2.60	2.40
Gagan Nirmal Mittal HUF	Loans and Advances/Unsecured Loan	29.82	28.54	25.75	23.24
Nirmal Mangalchand Mittal	Capital Advances	101.20	101.20	101.20	101.20
	Rent	0.30	0.30	0.30	-
	Loans and Advances/Unsecured Loan	0.37	0.36	32.86	4.39
Ritesh K Hada	Loans and Advances/Unsecured Loan	180.25	175.00	175.00	175.00

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Annexure 32: Additional Notes

A) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease reements are duly executed in favour of the lessee) are held in the name of the Company.

B) The Company does not have any investment property.

C) The Company has not revalued its Property, Plant and Equipment (including Right-of-Use Assets) and Intangible assets.

D)There are no loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are outstanding, except as stated in Related party transactions:

(i) repayable on demand; or,

(ii) without specifying any terms or period of repayment.

E) No proceedings have been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

F) The company is not declared willful defaulter by any bank or financial institution or other lender.

G) The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

H) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

I) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the undrstanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

J) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

K) No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.

L) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

M) Corporate Social Responsibility

L)The Provision of Section 135 of the Companies Act 2013 in relation to Corporate Social Responsibility are applicable to

the Company For the Period Ended 31st March, 2024 and details of the required CSR Are as follows :-

Sr No.	Year Ended	Gross amount required to be spent	Amount spent for the years ended
1	31-Mar-24	10.58	10.58
2	31-Mar-23	7.53	7.53
3	31-Mar-22	NA	NA

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Notes to the Financial Statements

Annexure 33: Segment wise details

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments. CODM has not identified any segment for internal reporting.

The Company is mainly engaged in the business of weaving of cotton fabrics. Considering the nature of business and financial reporting of Company, the Company has only one segment viz “weaving of cotton fabrics” as reportable segment. But due to the nature of business, the assets/ liabilities and expenses for these activities cannot be bifurcated separately.

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Annexure 34: Restated Statement of Ratios

(Rs. In Lakhs)

Sr No.	Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	% Change	Reason	% Change	Reason
		1	2	3	4	(2-3)/(3)		(3-4)/(4)	
1	Current Ratio (in times)								
	Current Assets	5,339.65	4,920.89	5,785.64	6,055.64	-14.95%		-4.46%	
	Current Liabilities	3,968.71	3,827.87	5,006.80	5,538.47	-23.55%	Increase in current ratio due to Various increase in current assets and current liabilities.	-9.60%	Increase in current ratio due to decrease in current assets and decrease in current liabilities
	Current Ratio	1.35	1.29	1.16	1.09	11.25%		5.69%	
2	Debt-Equity Ratio (in times)								
	Total Debts	3,482.08	4,000.43	4,248.88	4,935.84	-5.85%	Due to decrease in debt and increase in reserves	-13.92%	
	Share Holder's Equity + RS	4,012.10	3,723.33	3,373.59	2,825.51	10.37%		19.40%	The decrease in debt is due to beginning of moratorium period of the credit facilities.
	Debt-Equity Ratio	0.87	1.07	1.26	1.75	-14.69%		-27.90%	
3	Debt Service Coverage Ratio (in times)								
	Earning available for debt service	723.43	1,283.52	1,623.47	1,304.23	-20.94%		24.48%	
	Interest + Installment	954.70	1,133.70	1,197.60	765.32	-5.34%	The decrease in earning available to debt services.	0.564827078	The increase in installements is due to beginning of the moratorium period of the credit facilities.
	Debt Service Coverage Ratio	0.76	1.13	1.36	1.70	-16.48%		-20.45%	
4	Return on Equity Ratio (in %)								
	Net Profit After Tax	288.78	350.42	548.77	519.45	-36.14%		5.64%	
	Avg. Share Holder's Equity	3,867.72	3,548.46	3,099.55	1,412.75	14.48%	There is decrease in profit after taxes.	119.40%	There is a substantial increase in Shareholders Fund due to issue of preference shares with premium.
	Return on Equity Ratio	7.47%	9.88%	17.70%	36.77%	-44.22%		-51.85%	
5	Inventory Turnover Ratio (in times)								
	Cost of Goods Sold	18,437.02	73,769.02	63,870.94	74,530.64	15.50%		-0.143024459	
	Average Inventory	1,462.69	1,040.46	862.45	1,006.20	20.64%	There is increase in cost of goods sold but also increase in closing inventory so, inventory turnover ratio decreases.	-0.142861308	There is decrease in cost of goods sold and decrease in closing stock of inventory.
	Inventory turnover ratio	12.60	70.90	74.06	74.07	-4.26%		-0.02%	

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)
 Survey No. 238/239, Shahwadi, Opp. Aarvee Denim, Narol Sarkhej Highway, Ahmedabad-382405

Annexure 34: Restated Statement of Ratios

(Rs. In Lakhs)

Sr No.	Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	% Change	Reason	% Change	Reason
		1	2	3	4	(2-3)/(3)		(3-4)/(4)	
6	Trade Receivables Turnover Ratio (in times)								
	Net Credit Sales	19,559.16	76,190.50	67,106.56	77,897.55	13.54%		-0.13852806	
	Average Receivable	3,180.67	2,939.59	3,204.68	3,549.38	-8.27%	Subsequently Increase in credit sales.	-0.097115559	Decrease in Net credit sales compared to last year.
	Trade Receivables Turnover Ratio	6.15	25.92	20.94	21.95	23.78%		-4.59%	
7	Trade Payables Turnover Ratio (In Times)								
	Credit Purchase	12,378.60	58,040.41	43,552.86	53,247.94	33.26%	The Increase in Ratio is due to decrease in credit period availed by the company.	-0.182074311	The decrease in Ratio is due to increase in credit period availed by the company.
	Average Payable	2,750.33	3,094.57	4,055.27	3,891.12	-23.69%		4.22%	
	Trade Payables Turnover Ratio	4.50	18.76	10.74	13.68	74.64%		-21.52%	
8	Net Capital Turnover Ratio (In Times)								
	Revenue from Operations	19,559.16	76,190.50	67,106.56	77,897.55	13.54%	Decrease in ratio due to increase in net working capital	-13.85%	The Increase in Ratio is due to decrease in credit period availed by the company.
	Net Working Capital	1,231.97	935.93	648.00	1,044.33	44.43%		-37.95%	
	Net capital turnover ratio	15.88	81.41	103.56	74.59	-21.39%		38.84%	
9	Net Profit ratio (in %)								
	Net Profit	288.78	350.42	548.77	519.45	-36.14%	There is increase in sales but not increase in net profit.	5.64%	There is decrease in net profit and also decrease in sales.
	Sales	19,559.16	76,190.50	67,106.56	77,897.55	13.54%		-13.85%	
	Net Profit ratio	1.48%	0.46%	0.82%	0.67%	-43.76%		22.63%	

UNITED TECHFAB LIMITED (EARLIER KNOWN AS UNITED TECHFAB PRIVATE LIMITED)
Survey No. 238/239, Shahwadi, Opp. Aarvee Denim, Narol Sarkhej Highway, Ahmedabad-382405

Annexure 34: Restated Statement of Ratios

(Rs. In Lakhs)

Sr No.	Particulars	As at 31st August, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	% Change	Reason	% Change	Reason	
		1	2	3	4	(2-3)/(3)		(3-4)/(4)		
10	Return on Capital employed (in %)									
	Earning Before Interest and Taxes	504.08	678.78	839.49	876.47	-19.14%	There are decrease in earning before interest and taxes but subsequently increase in capital employed.	-4.22%	There are increase in earning before interest and taxes but subsequently decrease in capital employed.	
	Capital Employed	7,878.07	8,092.31	7,931.13	7,982.66	2.03%		-0.65%		
	Return on Capital employed	6.40%	8.39%	10.58%	10.98%	-20.75%		-3.60%		
11	Return on investment. (in %)									
	Return	NA	NA	NA	NA	NA		NA	NA	
	Investments	NA	NA	NA	NA	NA		NA	NA	
	Return on investment	NA	NA	NA	NA	NA		NA	NA	
	* Reason for variance More than 25 %									
12	Fixed Asset Turnover Ratio (In times)									
	Sales	19559.16	76190.50	67106.56	77897.55	13.54%	There is increase in sales along with decrease in fixed assets value. Hence increase in overall ratio	-13.85%	There is decrease in sales along with a slight decrease in fixed assets value. Hence decrease in overall ratio	
	Fixed Assets	5376.40	5570.95	5973.83	5980.97	-6.74%		-0.12%		
	Fixed Asset Turnover Ratio (In times)	3.64	13.68	11.23	13.02	21.75%		-13.75%		

As per our report of even date attached
For, RAJIV SHAH & ASSOCIATES
Chartered Accountants

Rajiv C Shah
Partner
M. No: 043261
F. R. N. 108454W
UDIN: 25043261BMKYTF8883

Place: Ahmedabad
Date : 22-01-2025

For and on behalf of board of United Tecfab Limited

Gagan N. Mittal
Director
DIN: 00593377

Sohitkumar Mehta
Company Secretary
(M.No.: A33096)

Nirmal M. Mittal
Managing Director
DIN: 01528758

Satishkumar Malaviya
Chief Financial Officer

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for stub period ended August 31, 2024 and for the financial year 2023-24, 2022-23 and 2021-22 together with all the annexures, schedules and notes thereto (“Financial Statements”) are available at <https://unitedtechfab.com>. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Financial Statements do not constitute, (i) a part of the Draft Prospectus; or (ii) Final Prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Financial Statements should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, or any entity in which it or its shareholders have significant influence (collectively, the “Group”) and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor Lead Manager, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Financial Statements, or the opinions expressed therein. The details of accounting ratios derived from Restated Consolidated Financial Statements required to be disclosed under the SEBI ICDR Regulations are set forth below:

(Amount ₹ in lakhs except per share data or unless otherwise stated)

Particulars	For the year ended August 31, 2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Restated loss attributable to equity and preference shareholders (A)	288.78	350.42	548.77	519.45
Tax Expense (B)	99.31	121.42	186.92	164.96
Depreciation and amortization expense (C)	208.53	493.36	479.62	393.49
Finance Cost (D)	131.99	324.86	298.52	234.97
Number of Equity Shares outstanding at the end of the Year (E)	23,20,500	23,20,500	23,20,500	23,20,500
Number of Equity and Preference Shares outstanding at the end of the Year (F)	24,35,500	24,35,500	24,35,500	24,35,500
Weighted Average Number of Equity Shares at the end of the Year (Post Bonus after restated period with retrospective effect) (G)	1,09,59,750	1,09,59,750	1,09,59,750	1,09,59,750
Nominal Value per Equity share (₹) (H)	10	10	10	10
Restated Net Worth of Equity Share Holders as per Statement of Assets and Liabilities (I)	4,012.10	3,723.33	3,373.59	2,825.51
Basic Earnings Per Share (A/E)	12.44	15.07	23.62	22.36
Diluted Earnings Per Share (A/F)	11.86	14.39	22.53	21.33
Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/G)	2.63	3.19	5.00	4.73
Return on Net Worth (%)	7.20%	9.41%	16.27%	18.38%
Net Asset Value Per Share (I/E)	172.90	160.45	145.38	121.76
Net Asset Value per Equity share as Restated after considering Bonus impact with retrospective effect (I/G)	36.61	33.97	30.78	25.78



Other Income	16.00	117.92	194.72	42.91
Earnings before Interest, Tax and Depreciation and Amortization (EBITDA)	712.61	1,172.14	1,319.12	1,269.95

Notes:

1. *Basic and Diluted Earnings Per Share (₹) are calculated by dividing restated Profit After Tax attributable to Equity shareholders by weighted average number of equity shares outstanding during the period/year.*
2. *Return on net worth (%) is calculated by dividing restated Profit After Tax by restated Net Worth as at period/ year end.*
3. *Net asset value per share (₹) is calculated by dividing restated net worth as at period/ year end by total number of equity shares as at period/ year end.*
4. *The figures disclosed above are based on the restated financial information of the company.
Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.*
5. *Net Worth for the ratios represents sum of Share Capital and Reserves and Surplus (Share Premium and Surplus in the restated summary statement of Profit and Loss).*
6. *Earnings Before Interest, Taxes, Depreciation & Amortization (EBITDA) = Profit Before Tax + Finance cost + Depreciation - Other Income.*

FINANCIAL INDEBTEDNESS

Our Company has availed certain loans in the ordinary course of business for the purposes including, but not limited to meeting its working capital requirements and financing its capital expenditure. Unless otherwise stated, the approvals and/or sanctions are valid as of the date of this Draft Prospectus/Prospectus and in case said approvals and/or sanctions have expired, we have either made an application for renewal or are in the process of making an application for renewal. Our Company has received NOC from our Principal Bankers. As on the date of filing of this Prospectus, the overall borrowings of our Company does not exceed the overall limit i.e. 500 Cr as specified under Section 180(1)(c) of the Companies Act, 2013.

Facilities availed by us:

As on August 31, 2024 the aggregate outstanding borrowings of our Company are as follows:

(Rs. In Lakhs)

Category of Borrowings	Sanction Limit	Outstanding as on August 31, 2024
Secured Borrowings	5,852.80	3,196.12
Unsecured Borrowings	-	285.96
Total	5,852.80	3,482.08

Long Term Borrowings (Secured)									
Sr.No	Lender	Sanction Date	Nature of Facility	Sanction Limit	O/S as on August 31, 2024	Rate of Interest /Margin	Repayment Term	Security/ Principal terms and conditions	Collateral Security/ other Condition
1	State Bank of India	June 3, 2021	Term Loan	2700.00	2420.03	9.70% p.a.	Repayable in 90 Monthly Installments	Hypothecation of plant & machinery purchased out of bank finance.	(1) Non-agricultural land bearing Survey No. 238 and 239, admeasuring 7736 Sq. Ft.
2	State Bank of India	February 08, 2023	Term Loan-Solar	400.00	342.11	10.34% p.a.	Repayable in 84 Monthly Installments	Hypothecation of solar machinery purchased out of bank finance.	(2) All that immovable property bearing Flat L-201 on 2nd Floor of Tower L, Phase-I admeasuring about 1210 Sq. Ft.
3	Punjab National Bank	May 31, 2024	Cash Credit	200.00	-	10.90%	Repayable on demand	First charge on block assets of the company created out of bank finance	(1) Land - Block No.416, Mouje Village : Miroli, Taluka : Dascroi, Ahmedabad - 382425
4	Punjab National Bank	November 27, 2015	Term Loan	2,535.00	416.41	10.90%	Repayable in 84 Monthly Installments	in shape of term loan of rs 25.35 cr	(2) Residential Plot No.



									135, Nirwana Greens, Sanand, Ahmedabad - 382110 (3)Residenti al Plot No. 136, Nirwana Greens, Sanand, Ahmedabad - 382110 (4)Pledge of FDR of Rs. 0.42 Crore plus accrued interest thereon stands released with condition to deposit in the Term Loan A/C over and above the regular repayment.
5	HDFC Bank	July 01, 2024	Vehicle Loan (Eicher)	17.80	17.56	9.01% p.a.	Repayable in 60 Monthly Installments	Hypothecation of Vehicle.	-
Total				5,852.80	3,196.12				

Long Term Borrowings (Unsecured)						
S.No.	Lender	Nature of Facility	Sanction Limit	O/S as on 31 st August, 2024	Rate of Interest /Margin	Repayment Terms
1	Shri Gagan N Mittal- HUF	Unsecured Borrowings	-	29.82	15%(F.Y.2021-22) 12%(F.Y.2022-23 & 2023-24 & Upto Aug 2024)	Repayable on demand
2	Shri Gagan N Mittal		-	23.80	9.00%	



3	Shri Nirmal M Mittal	-	0.37	6%(F.Y.2021-22) 9%(F.Y.2022-23&2023-24 & Upto aug 2024)
4	Mrs Shilpa G Mittal	-	28.31	15%(F.Y.2021-22) 9%(F.Y.2022-23 & 2023-24 & Upto Aug 2024)
5	Shri Ritesh K Hada	-	180.25	6%(F.Y.2021-22) 8%(F.Y.2022-23&2023-24 & Upto aug 2024)
6	Smt.Urmila N Mittal	-	2.90	9.00%
7	Amaysha Textiles Pvt Ltd	-	20.51	9.05%
	Total		285.96	

Note: The figures disclosed above are based on the Restated Standalone Financial Information of our Company.



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled "Risk Factors" beginning on page 25, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.

The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated January 22, 2024 which is included in this Draft Prospectus under the section titled "Restated Financial Information" beginning on page 184 of this Draft Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 25 and 15 respectively, and elsewhere in this Draft Prospectus. Accordingly, the degree to which the financial statements in this Draft Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled "Presentation of Financial, Industry and Market data" beginning on page 14 of this Draft Prospectus.

Overview of the Company

BUSINESS OVERVIEW

Some of the information contained in the following, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, a reference to the "Company" or "UTL" or "we", "us" or "our" means United Techfab Limited.

All financial information included herein is based on our "Financial information of the Company" included on page 128 of this Draft Prospectus.

Incorporated in 2012 as United Techfab Private Limited under the provisions of the Companies Act, 1956 vide certificate of Incorporation dated April 16, 2012 issued by the Registrar of Companies, Gujarat. Subsequently, our Company was converted from a private limited company to public limited company pursuant to special resolution passed in the Extra-Ordinary General Meeting of the Company dated July 5, 2024 and consequently, the name of our Company was changed from United Techfab Private Limited to United Techfab Limited and a fresh certificate of incorporation dated August 28, 2024 was issued to our Company by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U17120GJ2012PLC069888.

Our Company was originally incorporated by Mr. Gagan Nirmalkumar Mittal, Mr. Nirmalkumar Mittal, Mr. Ritesh Kamalkishore Hada, Mr. Kamalkishore Hada and United Polyfab Private Limited being the existing promoters and subscribers to Memorandum of Association. Our promoters have a combined experience of more than 20 years in the field of textile industry. We have benefited immensely from the vast experience of our promoters on account of their sound knowledge of the textile market and a better decision-making power.

Our Company is primarily engaged in (1) manufacturing of grey fabrics and (2) trading of grey fabrics, dyed cloths and yarn. We began our business as a manufacturer and trader of grey fabrics in the financial year 2016 -17. In the financial year 2014-15, our Company established its fabric weaving unit at Miroli, Ahmedabad, Gujarat on plot area measuring



about 11230 sq. mtrs. As on date of this Draft Prospectus, our Company has 120 air jet looms installed at Miroli unit which has an annual installed capacity of weaving 2,00,75,000 mtrs. of grey and denim fabrics. Our manufacturing operations commenced with the installation of 60 sets automatic shuttle Air Jet Looms during Phase 1 in the financial year 2015-16. Subsequently, our manufacturing capacity was augmented through the installation of an additional 60 sets of automatic shuttle Air Jet Looms, along with ancillary machinery, during Phase 2 in the financial year 2019-20.

Weaving is the process of converting yarn into fabrics wherein two distinct sets of yarns or threads are interlaced at right angles to form a fabric. The air jet looms installed by us utilize a technique where a jet of compressed air is used to insert the weft (crosswise) yarn into the warp (lengthwise) yarn to create the raw fabrics also known grey fabrics. Our Company's manufacturing facility is equipped with necessary technology and machinery to meet required standards and the manufacturing process adheres to the quality standards. Our Manufacturing unit is located at Survey No. 416, Village Miroli, Ta.: Dascroi, Dist.: Ahmedabad-382425, Gujarat, India.

We manufacture various type of denim fabrics such as power stretch spandex denim, knit denim, light weight denim, rigid denim, over dyed denim and flat finish 3/1 denim. Our production facility has capability to produce grey fabrics in various designs such as twill weave, knit dobby weave, structure dobby weave, broken twill weave and satin weave. We offers denim fabrics in diverse spectrum of shades such as indigo blue, IBST, sulphur black, sulphur grey, halogen blue and ecru colour which has weights ranging from 4.50 Oz/sq. yd to 14.50 Oz./sq. yd. and widths spanning from 62" (157cm) to 78" (198 cm).

Our operations encompass utilization of diverse type of yarns such as cotton yarn and dyed yarn, ring yarn, viscose yarn, slub yarn, cotton spandex, polyester spandex, tencel, lyocell etc. which are procured by us from domestic market. In addition to yarn, we also directly procure grey fabrics from the market, which are subsequently sent for finishing, and is then sold to customers. We outsource the yarn dyeing and grey fabrics finishing process to third parties.

In Nov.'22, as part of our efforts to minimize the power cost, we have installed a rooftop solar energy power plant ("Solar Plant") of combined capacity of 1000 KW (4000 KW Ground mounted) at the manufacturing facility of the Company located at Miroli, Ahmedabad, Gujarat. Our Company has outsourced all operations and maintenance activities relating to Solar Plant to a third party. The electricity generated from the Solar Plant is adjusted by UGVCL against our electricity bill of manufacturing facility. It is also a step towards environmental sustainability.

FINANCIAL SNAPSHOT

The financial performance of the company for stub period and last three years as per restated financial Statement:

Particulars	Stub Period	For the year ended on March 31		
	August 31, 2024	2024	2023	2022
Revenue from operations (Rs. in Lakhs)	19,559.16	76,190.50	67,106.56	77,897.55
EBITDA (Rs. in Lakhs)	712.61	1,172.14	1,319.11	1,269.95
EBIT (Rs. in Lakhs)	504.08	678.78	839.49	876.47
EBITDA margin (%)	3.64	1.54	1.97	1.63
PAT (Rs. in Lakhs)	288.78	350.42	548.77	519.45
Net Profit margin (%)	1.48	0.46	0.82	0.67
Net worth (Rs. in Lakhs)	4,012.10	3,723.33	3,373.59	2,825.51
Return on capital employed (%)	6.40	8.39	10.58	10.98
Return on equity (%)	7.47	9.88	17.70	36.77
Debt to equity ratio (times)	0.87	1.07	1.26	1.75
Fixed Asset Turnover Ratio (times)	3.64	13.68	11.23	13.02

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO LAST AUDITED BALANCE SHEET:

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e. August 31, 2024 as disclosed in this prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:



1. Capital structure change
 - Bonus
 - Conversion of outstanding preference shares to equity shares in 1:1 ratio
2. The Board of Directors have decided to get their equity shares listed on BSE SME Platform of Bombay Stock Exchange Limited and pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on January 06, 2025 proposed the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
3. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on January 09, 2025 authorized the Initial Public Offer.

FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our Company's future results of operations could be affected potentially by the following factors:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our trademarks;
- Changes in consumer demand;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

OUR SIGNIFICANT ACCOUNTING POLICIES:

For Significant accounting policies, please refer Significant Accounting Policies and Notes to accounts, "Annexure 4" beginning under Chapter titled "*Restated Financial Information*" beginning on page 184 of this Draft Prospectus.

FINANCIAL PERFORMANCE FOR THE PERIOD ENDED ON AUGUST 31, 2024

	(₹ In Lakhs)	
INCOME FROM CONTINUING OPERATIONS	August 31, 2024	%
Revenue from operations	19,559.16	99.92
Other Income	16.00	0.08
Total Revenue	19,575.15	100.00
Expenses		
Cost of materials consumed	6,312.80	32.25
Purchase of Stock in Trade/Finished Goods	12,378.60	63.24
Changes in inventories of Finished Goods, WIP and Traded Goods	(254.38)	-1.30
Employee benefits expense	121.60	0.62
Finance Costs	131.99	0.67



INCOME FROM CONTINUING OPERATIONS	August 31, 2024	%
Depreciation and amortisation expenses	208.53	1.07
Other expenses	287.93	1.47
Total Expenses	19,187.06	98.02
Restated profit before tax before exceptional and Extraordinary Items	388.09	1.98
Exceptional Item	-	-
Total tax expense	99.31	0.51
Restated profit after tax from continuing operations	288.78	1.48

DISCLOSURE OF THE PERIOD ENDED ON AUGUST 31, 2024:

Revenue from Operations:

Our Company is primarily engaged in (1) manufacturing of grey fabrics and dyed cloth and (2) trading of yarn. The Revenue from Operations from April 01st, 2024 to August 31st, 2024, was ₹19,559.16 Lakhs. Our revenue streams include Domestic and export sales in addition to job work sales.

(In ₹ Lakhs)

Particulars	For the period ended August 31, 2024	
	Amount	In %
Domestic Sale	19,559.16	100.00
Export Sale	-	-
Job Work Sale	-	-
Total Revenue from Operation	19,559.16	100.00

Other Income:

Our Company earned other income of ₹16.00 Lakhs from April 1st, 2024, to August 31st, 2024. Other Income includes- Interest on unsecured loan, Interest On FD with UGVCL, Interest on Income Tax Refund, Rent Income and Sundry Balance W/Off.

EXPENDITURE:

Cost of materials consumed

The Cost of Material Consumed was ₹6,312.80 Lakhs from April 1, 2024, to August 31, 2024, which was 32.25% of the Total Revenue for the same period.

Purchase of Stock in Trade

The Purchase of Stock in Trade was ₹12,378.60 Lakhs from April 1, 2024, to August 31, 2024, which was 63.24% of the Total Revenue for the same period.

Changes in Inventories of finished goods, work in progress and stock -in-trade

The Changes in Inventories of finished goods, work in progress and stock -in-trade was ₹(254.38) Lakhs from April 1, 2024, to August 31, 2024, which was (1.30) % of the Total Revenue for the same period.

Employee Benefit Expenses

Employee Benefit Expenses was ₹121.60 Lakhs from April 1st, 2024, to August 31st, 2024, which was 0.62% of the Total Revenue for the same period. Employee Benefit Expenses mainly includes Director Remuneration and Sitting Fee, Gratuity, Salaries, wages, bonus and Contributions to Provident Fund and Other Fund.

Finance Cost

Finance expense was ₹131.99 Lakhs from April 1st, 2024, to August 31st, 2024, which was 0.67% of the Total Revenue for the same period. Finance Cost mainly, includes Interest Expense plus bank charges & commission, less Interest Subsidy.

Depreciation and amortization expenses

The Depreciation and amortization from April 1st, 2024, to August 31st, 2024, 2024, was ₹208.53 Lakh and it was 1.07% of the Total Revenue for the same period.

Other Expenses

Other Expenses from April 1st, 2024, to August 31st, 2024, was ₹287.93 Lakh that was 1.47% of the Total Revenue for the same period.

Other expense mainly includes costs like- Job Work Charges, Power Expense, Repairs & Maintenance (Plant), Repairs & Maintenance (Building), Factory Expense, Consumption of Stores and Spares, Loading and Unloading, Consumption of Packing Material, Drawing & Design Expense, Import Duty & Expenses, Interest on GST/VAT, Corporate Social Responsibility, Professional & Legal Charges, Insurance, Office Expenses, Stationery/Printing/Postage Expense, Rates and Taxes, Conveyance & Travelling, and Commission & Brokerage.

Restated Profit before tax from continuing operations

Profit before Tax from April 1st, 2024, to August 31st, 2024, stood at ₹388.09 Lakhs. During this period, Our Company recorded Profit before Tax margin of 1.98%.

Restated Profit after tax from continuing operations

Profit after Tax from April 1st, 2024, to August 31st, 2024, stood at ₹288.78 Lakh. During this period, our Company recorded Profit after Tax margin of 1.48%.

RESULTS OF OUR OPERATION BASED ON RESTATED FINANCIAL INFORMATION

(In ₹ Lakhs)

Particulars	31.03.2024	% change	31.03.2023	% change	31.03.2022
Revenue from operations	76,190.50	13.54	67,106.56	-13.85	77,897.55
Other Income	117.92	-39.44	194.72	353.79	42.91
Total income	76,308.42	13.38	67,301.28	-13.69	77,940.46
Expenses					
Cost of materials consumed	16,065.76	-20.81	20,287.00	-3.61	21,046.09
Purchase of Stock in Trade/Finished Goods	58,040.41	33.26	43,552.86	-18.21	53,247.94
Changes in inventories of Finished Goods, WIP and Traded Goods	(337.15)	-1184.76	31.08	-86.86	236.61
Employee Benefits Expense	299.50	6.61	280.93	9.31	257.00
Finance Costs	324.86	8.82	298.52	27.05	234.97
Depreciation and amortization Expense	493.36	2.86	479.62	21.89	393.49
Other Expenses	949.84	-41.93	1,635.58	-11.11	1,839.95
Total Expenses	75,836.57	13.93	66,565.59	-13.84	77,256.06
Profit/(Loss) Before Extra-Ordinary Items and Tax	471.84	-35.86	735.69	7.49	684.41
Exceptional Items	-	-	-	-	-
Profit before Tax	471.84	-35.86	735.69	7.49	684.41
Total tax expense	121.42	-35.04	186.92	13.31	164.96
Profit and Loss after tax for the Year as Restated	350.42	-36.14	548.77	5.64	519.45

COMPARISON OF FY 2023-24 WITH FY 2022-23:

REVENUE:

Revenue from operations

The Total Revenue from operations for the FY 2023-24 was ₹76,190.50 Lakh as compared to ₹67,106.56 Lakh during the FY 2022-23. Revenue from operations was increased by 13.54% in FY 2023-24. For better presentation, our company has bifurcated revenue from operations under following segments:

Particulars	For the period ended March 31,2024		For the period ended March 31,2023	
	Amount ₹ in Lakhs	% of total revenue from operations	Amount ₹ in Lakhs	% of total revenue from operations
Domestic Sale	76,071.06	99.84 %	66,907.85	99.70 %
Export Sale	-	-	66.86	0.10 %
Job Work Sales	119.44	0.16%	131.85	0.20%
Total Revenue from Operations	76,190.50	100 %	67,106.56	100 %

Revenue from operations mainly includes revenue from sale of yarn, cotton fabrics, dyed cloth and grey fabrics. Increase in revenue from operations is on account of sale of yarn.

Other Income:

Other income of the company was ₹117.92 lakhs and ₹194.72 lakhs for FY 2023-24 and FY 2022-23 respectively, decreasing by 39.44%. Other Income consists of Insurance Claim Refund, Interest on loan, Interest On FD with UGVCL, Interest on Income Tax Refund, Rent Income, & Sundry Balance W/Off. Decrease is mainly due to decrease in interest on loan income.

EXPENDITURE:

Cost of materials consumed

The Cost of Material Consumed was decreased by 20.81% from ₹16,065.76 Lakhs in FY 2023-24 and ₹20,287.00 in FY 2022-23. Cost of Material consumed has reduced due to reduction in Purchase of raw materials by our company.

Purchase of Stock in Trade

The Purchase of Stock in Trade was ₹58,040.41 Lakhs for FY 2023-24 and ₹43,552.86 for FY 2022-23 witnessing an increase of 33.26%. The increase in purchases was driven by our commitment to meeting the growing market demand.

Changes in Inventories of finished goods, work in progress and stock -in-trade

The Changes in Inventories of finished goods, work in progress and stock-in-trade was ₹(337.15) Lakhs for FY 2023-24 and ₹31.08 Lakhs for FY 2022-23, witnessing a decrease by 1184.76%. The change is due to the reason that we increased our level of stock to meet the growing market demand.

Employee Benefit Expenses

Employee Benefit expenses increased to ₹299.50 Lakhs for FY 2023-24 from ₹280.93 Lakh for FY 2022-23 showing increase of 6.61 %. Employee Benefit Expenses mainly includes Director Remuneration and Sitting Fee, Gratuity, Salary and wages (incl. bonus), Contributions to Provident Fund and Other Fund & Staff Welfare Expenses. The increase due to normal increment in salaries & wages and other staff welfare expenses.

Finance Cost

Finance costs increased to ₹324.86 Lakh for FY 2023-24 from ₹298.52 Lakh for FY 2022-23 showing increase of 8.82%. Finance Cost mainly, includes Interest Expense and Bank Charges & Commission.

Depreciation and amortization expenses

The Depreciation and amortization expense for FY 2023-24 was ₹493.36 Lakh whereas in FY 2022-23, it was ₹479.62. Increase of 2.86%.

Other Expenses

Other Expenses increased to ₹ 949.84 Lakh for FY 2023-24 from ₹1,635.58 Lakh for FY 2022-23 showing a decrease of 41.93%. Other expense mainly includes costs like- Manufacturing Expenses, Job Work Charges, Power Expense, Repairs & Maintenance (Plant), Repairs & Maintenance (Building), Factory Expense, Consumption of Stores and Spares, Loading and Unloading, Freight Inward, Consumption of Packing Material, Drawing & Design Expense, Checking & Testing Expense, Pollution Control Expenses, Fire Safety Systems Charges, Penalty for Short Supply of Power, Statutory Expenses, Import Duty & Expenses, Interest on GST/VAT, Corporate Social Responsibility, Administrative Expenses, Auditors Remuneration, Professional & Legal Charges, Insurance, Office Expenses, Stationery/Printing/Postage Expense, Rates and Taxes, Conveyance & Travelling, Puja Expenses, Prior Period Expenses, Donation Expenses, Selling and Distribution Expenses, Security Service Charges, Repairs & Maintenance - Vehicle, Repairs & Maintenance - Machinery, Freight

Outwards, Commission & Brokerage, Cash Discount, Other Expenses, Clearing and Forwarding Charges, Traveling Expenses, Sales Promotion Expenses, Foreign Exchange Fluctuation Loss.

Profit after Tax (PAT)

PAT decreased to ₹350.42 Lakh in FY 2023-24 from ₹548.77 Lakh in the FY 2022-23. PAT margin was 0.46% and 0.82% respectively of Total Revenue of our company for the year ended on March 31, 2024 and March 31, 2023 respectively. The decrease in PAT is due to reduction in revenue from sale of grey cloth.

COMPARISON OF FY 2022-23 WITH FY 2021-22:

REVENUE:

Revenue from operations

The Total Revenue from operations for the FY 2022-23 was ₹67,106.56 Lakh as compared to ₹77,897.55Lakh during the FY 2021-22. Revenue from operations was decreased by 13.85% in FY 2022-23. For better presentation, our company has bifurcated revenue from operations under following segments:

Particulars	For the period ended March 31,2023		For the period ended March 31,2022	
	Amount ₹ in Lakhs	% of total revenue from operations	Amount ₹ in Lakhs	% of total revenue from operations
Domestic Sale	66,907.85	99.70%	77,483.03	99.47%
Export Sale	66.86	0.10%	393.93	0.51%
Job Work Sales	131.85	0.20%	20.59	0.03%
Total Revenue from Operations	67,106.56	100 %	77,897.55	100 %

Revenue from operations mainly includes revenue from sale of yarn, cotton fabrics, dyed cloth and grey fabrics. Increase in revenue from operations is on account of sale of yarn.

Other Income:

Other income of the company was ₹194.72 lakhs and ₹ 42.91 lakhs for FY 2022-23 and FY 2021-22 respectively, witnessing an increase of 353.79%. Other expense mainly includes costs like- Manufacturing Expenses, Job Work Charges, Power Expense, Repairs & Maintenance (Plant), Repairs & Maintenance (Building), Factory Expense, Consumption of Stores and Spares, Loading and Unloading, Freight Inward, Consumption of Packing Material, Drawing & Design Expense, Checking & Testing Expense, Pollution Control Expenses, Fire Safety Systems Charges, Penalty for Short Supply of Power, Statutory Expenses, Import Duty & Expenses, Interest on GST/VAT, Corporate Social Responsibility, Administrative Expenses, Auditors Remuneration, Professional & Legal Charges, Insurance, Office Expenses, Stationery/Printing/Postage Expense, Rates and Taxes, Conveyance & Travelling, Puja Expenses, Prior Period Expenses, Donation Expenses, Selling and Distribution Expenses, Security Service Charges, Repairs & Maintenance - Vehicle, Repairs & Maintenance - Machinery, Freight Outwards, Commission & Brokerage, Cash Discount, Other Expenses, Clearing and Forwarding Charges, Traveling Expenses, Sales Promotion Expenses, Foreign Exchange Fluctuation Loss. The increase is mainly driven by increase in income from interest on loan.

EXPENDITURE:

Cost of materials consumed

The Cost of Material Consumed was ₹20,287.00 Lakhs for FY 2022-23 and ₹21,046.09 for FY 2021-22 which is a decrease of 3.61%. The decrease was because of maintaining low level of closing stock that year.

Purchase of Stock in Trade

The Purchase of Stock in Trade was ₹43,552.86 Lakhs for FY 2022-23 and ₹53,247.94 for FY 2021-22. A decrease by 18.21% was due to the fact that we started focusing more on manufacturing in house. Resulting into purchase of less stock in trade.



Changes in Inventories of finished goods, work in progress and stock -in-trade

The Changes in Inventories of finished goods, work in progress and stock-in-trade was ₹31.08 Lakhs for FY 2022-23 and ₹236.61 Lakhs for FY 2021-22. This was predominantly due to decrease in inventory of finished goods, work in progress and stock in trade at the end of the year.

Employee Benefit Expenses

Employee Benefit expenses increased to ₹280.93 Lakhs for FY 2022-23 from ₹257 Lakh for FY 2021-22 showing an increase of 9.31%. Employee Benefit Expenses mainly includes Director Remuneration and Sitting Fee, Gratuity, Salaries, wages and bonus, Contributions to Provident Fund and Other Fund & Staff Welfare Expenses. The increase due to normal increment in salaries & wages and other staff welfare expenses.

Finance Cost

Finance costs increased to ₹298.52 Lakh for FY 2022-23 from ₹234.97 Lakh for FY 2021-22 showing increase of 8.82%. Finance Cost mainly, includes Interest Expense and Bank Charges & Commission.

Depreciation

The Depreciation and amortization expense for FY 2022-23 was ₹ 479.62 Lakh as against ₹ 393.49 Lakhs for FY 2021-22 which has been increased by 21.89%.

Other Expenses

Other Expenses decreased to ₹1,635.58 Lakh for FY 2022-23 from ₹1,839.95 Lakh for FY 2021-22 showing a decrease of 11.11%. Other expense mainly includes costs like- Manufacturing Expenses, Job Work Charges, Power Expense, Repairs & Maintenance (Plant), Repairs & Maintenance (Building), Factory Expense, Consumption of Stores and Spares, Loading and Unloading, Freight Inward, Consumption of Packing Material, Drawing & Design Expense, Checking & Testing Expense, Pollution Control Expenses, Fire Safety Systems Charges, Penalty for Short Supply of Power, Statutory Expenses, Import Duty & Expenses, Interest on GST/VAT, Corporate Social Responsibility, Administrative Expenses, Auditors Remuneration, Professional & Legal Charges, Insurance, Office Expenses, Stationery/Printing/Postage Expense, Rates and Taxes, Conveyance & Travelling, Puja Expenses, Prior Period Expenses, Donation Expenses, Selling and Distribution Expenses, Security Service Charges, Repairs & Maintenance - Vehicle, Repairs & Maintenance - Machinery, Freight Outwards, Commission & Brokerage, Cash Discount, Other Expenses, Clearing and Forwarding Charges, Traveling Expenses, Sales Promotion Expenses, Foreign Exchange Fluctuation Loss.

Profit after Tax (PAT)

PAT increased to ₹548.77 Lakh in FY 2022-23 from ₹519.45 Lakh in the FY 2021-22. PAT was 0.82% and 0.67% of Total Revenue of our company for the year ended on March 31, 2023 and March 31, 2022 respectively.

DISCUSSION ON THE STATEMENT OF CASH FLOWS

The table below summaries our cash flows from our restated for the period /financial year ended August 31, 2024, March 31, 2024, 2023 and 2022:

Particulars	For the Period / Year ended			
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net cash generated from / (used in) Operating activities	611.33	607.48	237.91	2,795.86
Net cash generated from / (used in) Investing activities	73.59	(97.05)	(21.21)	(4,137.59)
Net cash generated from / (used in) from Financing activities	(650.34)	(573.31)	(985.48)	2,186.06
Net Increase / (decrease) in Cash & Cash Equivalents	34.58	(62.88)	(768.78)	844.33
Cash and cash equivalents at the beginning of the Period / year	15.36	78.24	847.02	2.69
Cash and cash equivalents at the end of the Period/ year	49.94	15.36	78.25	847.02

(₹ in Lakhs)

Operating Activities

- **For the period ended August 31, 2024:** Net cash generated from operating activities was ₹611.33 lakhs. This comprised the profit before tax of ₹388.09 lakhs, which was adjusted for depreciation and amortization expense of ₹208.53 lakhs, finance costs of ₹131.99 lakhs, and provision for gratuity of ₹3.18 lakhs. The resultant operating profit before working capital changes was ₹731.78 lakhs.

Changes in working capital included an increase in inventories of ₹265.66 lakhs, an increase in trade receivables of ₹206.18 lakhs, an increase in other non-current assets of ₹0.94 lakhs, a decrease in other current assets of ₹98.48 lakhs, an increase in short-term loans and advances of ₹10.82 lakhs, an increase in trade payables of ₹235.37 lakhs, an increase in other current liabilities of ₹16.45 lakhs and an increase in short-term provisions of ₹96.83 lakhs.

After adjusting for working capital changes, the cash generated from operations amounted to ₹695.31 lakhs. Post deduction of income tax paid amounting to ₹83.98 lakhs, the net cash flow generated from operating activities stood at ₹611.33 lakhs.

- **For the financial year ended March 31, 2024:** Net cash generated from operating activities was ₹607.48 lakhs. This included the profit before tax of ₹471.84 lakhs, adjusted for depreciation and amortization expense of ₹493.36 lakhs, finance costs of ₹324.86 lakhs, Preference dividend of ₹0.69 lakhs and provision for gratuity of ₹5.29 lakhs. The resultant operating profit before working capital changes was ₹1,294.66 lakhs.

Changes in working capital included an increase in inventories of ₹578.79 lakhs, an increase in trade receivables of ₹275.99 lakhs, an increase in other non-current assets of ₹1.72 lakhs, a decrease in other current assets of ₹220.04 lakhs, a decrease in short-term loans and advances of ₹1,436.62 lakhs, a decrease in trade payables of ₹923.86 lakhs, a decrease in other current liabilities of ₹452.70 lakhs, and a decrease in short-term provisions of ₹49.26 lakhs.

After working capital adjustments, the cash generated from operations amounted to ₹669.00 lakhs. After deducting income tax paid of ₹61.52 lakhs, the net cash flow generated from operating activities stood at ₹607.48 lakhs.

- **For the financial year ended March 31, 2023:** Net cash generated from operating activities was ₹237.91 lakhs. This included the profit before tax of ₹735.69 lakhs, adjusted for depreciation and amortization expense of ₹479.62 lakhs, finance costs of ₹298.52 lakhs, Preference dividend of ₹0.69 lakhs and provision for gratuity of ₹2.23 lakhs. The resultant operating profit before working capital changes was ₹1,510.91 lakhs.

Changes in working capital included a decrease in inventories of ₹222.77 lakhs, a decrease in trade receivables of ₹806.18 lakhs, a decrease in other non-current assets of ₹107.89 lakhs, an increase in other current assets of ₹164.68 lakhs, an increase in short-term loans and advances of ₹1,363.05 lakhs, a decrease in trade payables of ₹997.53 lakhs, an increase in other current liabilities of ₹141.99 lakhs, and an increase in short-term provisions of ₹73.00 lakhs.

After adjusting for working capital changes, the cash generated from operations amounted to ₹337.48 lakhs. Post deduction of income tax paid of ₹99.57 lakhs, the net cash flow generated from operating activities stood at ₹237.91 lakhs.

- **For the financial year ended March 31, 2022:** Net cash generated from operating activities was ₹2,795.86 lakhs. This included the profit before tax of ₹684.42 lakhs, adjusted for depreciation and amortization expense of ₹393.49 lakhs, finance costs of ₹234.97 lakhs, Preference dividend of ₹0.61 lakhs and provision for gratuity of ₹17.36 lakhs. The resultant operating profit before working capital changes was ₹1,329.63 lakhs.

Changes in working capital included a decrease in inventories of ₹64.72 lakhs, an increase in trade receivables of ₹116.78 lakhs, an increase in other non-current assets of ₹147.06 lakhs, an increase in other current assets of ₹273.64 lakhs, a decrease in short-term loans and advances of ₹186.42 lakhs, an increase in trade payables of ₹1,325.83 lakhs, an increase in other current liabilities of ₹363.12 lakhs, and an increase in short-term provisions of ₹63.62 lakhs.

After working capital adjustments, the cash generated from operations amounted to ₹2,795.86 lakhs. No income tax was paid and hence, the net cash flow generated from operating activities stood at ₹2,795.86 lakhs.



Investing Activities

- **In the period, ended August 31, 2024**, net cash flow from investing activities was ₹73.59 Lakhs, primarily due to repayment received for loan and advances made earlier ₹ 87.57 Lakhs and purchase of property, plant & equipment ₹13.98 Lakhs.
- **In Financial Year 2023-24**, net cash used in investing activities was ₹97.05 Lakhs, primarily due to loans and advances made to employees and corporates of ₹6.58 Lakhs and purchase of property, plant & equipment of ₹90.47 Lakhs.
- **In Financial Year 2022-23** net cash used in investing activities was ₹21.21 Lakhs, primarily due to repayment received for loan and advances made earlier ₹ 451.27 Lakhs and purchase of property, plant & equipment of ₹472.48 Lakhs.
- **In Financial Year 2021-22**, net cash used in investing activities was ₹4,137.59 Lakhs, primarily due to loans and advances made to employees and corporates of ₹522.08 Lakhs, purchase of property, plant & equipment of ₹3,685.57 Lakhs and due to sale of non-current investment of ₹70.06 Lakhs.

Financing Activities

- **In the period, ended August 31, 2024**, net cash utilized in financing activities was ₹650.34 Lakhs, which predominantly was on account of repayment of Long-term & Short-term borrowings of ₹518.35 Lakhs and payment of finance costs ₹131.99 Lakhs.
- **In Financial Year 2023-24**, net cash utilized in financing activities was ₹573.31 Lakhs, which predominantly was on account of repayment of Long-term & Short-term borrowings of ₹248.45 Lakhs and payment of finance costs ₹324.86 Lakhs.
- **In Financial Year 2022-23**, net cash utilized in financing activities was ₹985.48 Lakhs, which predominantly was on account of repayment of Long-term & Short-term borrowings of ₹686.96 Lakhs and payment of finance costs ₹298.52 Lakhs.
- **In Financial Year 2021-22**, net cash inflow from financing activities was ₹2,186.06 Lakhs, which predominantly was on account of availment of Long-term & Short-term borrowings of ₹1,442.38 Lakhs, payment of finance costs ₹234.97 Lakhs and proceeds from issue of shares ₹978.65 Lakhs.

RELATED PARTY TRANSACTIONS

For further information, please refer “*Annexure – 31 – Restated Statement of Related Party Transaction*” under section “*Restated Financial Information*” beginning from page no. 184 of this Draft Prospectus.

FINANCIAL MARKET RISKS

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

INTEREST RATE RISK

We are currently exposed to interest rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

EFFECT OF INFLATION

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

INFORMATION REQUIRED AS PER ITEM (11) (II) (C) (iv) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018:

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, there have been no other events or transactions to the best of our knowledge which may be described as “unusual” or “infrequent”.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.



Our business has been subject, and we expect it to continue to be subject to significant economic changes arising from the trends identified above in ‘Factors Affecting our Results of Operations’ and the uncertainties described in the section entitled “*Risk Factors*” beginning on page no. 25 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.

Apart from the risks as disclosed under Section titled “*Risk Factors*” beginning on page no. 25 in this Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in relationship between costs and revenues, in case of events such as future increase in labor or material costs or prices that will cause a material change are known.

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and other economic factor.

5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices.

Other than as disclosed in this section and in “Business Overview” on page 123, we have not announced and do not expect to announce in the near future any new business segments.

6. Total turnover of each major industry segment in which the issuer company operated.

Our Company is primarily engaged in (1) manufacturing of grey fabrics and (2) trading of grey fabrics, dyed cloths and yarn for the domestic market. Relevant Industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page no. 105 of this Draft Prospectus.

7. Status of any publicly announced new products or business segment.

Our Company is primarily engaged in (1) manufacturing of grey fabrics and (2) trading of grey fabrics, dyed cloths and yarn for the domestic market. Otherwise as stated in the Draft Prospectus and in the section “Business Overview” appearing on page no. 123, our company has not publicly announced any new business segment till the date of this Draft Prospectus

8. The extent to which business is seasonal.

Our Company is primarily engaged in (1) manufacturing of grey fabrics and (2) trading of grey fabrics, dyed cloths and yarn. As we are currently operating under a B2B business Model, we focus on operations relating to quality control, inventory management and business development. Being a customer centric company, our prime focus is to attain the utmost client satisfaction by offering them quality products. Our Company strives at all times is to provide products that offers our customers the designs with desired finish and quality. Moreover, our ethical trade practices, transparent business dealings and timely delivery of products help us in maintaining cordial relations with our customers. Business of our company is not seasonal.

9. Any significant dependence on a single or few suppliers or customers.

Our Company is primarily engaged in (1) manufacturing of grey fabrics and (2) trading of grey fabrics, dyed cloths and yarn. Contribution of our customers and suppliers, as a percentage of total revenue and cost, respectively, for the periods indicated below:

Particulars	Top Customers as a percentage (%) of revenue from operations			
	For the period of August 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Top 1	62.26 %	73.98 %	65.01 %	41.94 %
Top 3	99.49 %	99.33 %	95.61 %	77.88 %
Top 5	99.71 %	99.70 %	98.09 %	91.30 %
Top 10	99.93 %	99.91 %	98.84 %	95.87 %



Particulars	Top Suppliers as a percentage (%) of Purchase			
	For the period of August 31, 2024	FY 2023-24	FY 2022-23	FY 2021-22
Top 1	55.19 %	75.87 %	70.07 %	35.93 %
Top 3	87.38 %	94.60 %	95.48 %	64.23 %
Top 5	95.50 %	99.24 %	97.79%	82.71 %
Top 10	100.00 %	100.00 %	99.86 %	96.35 %

10. Competitive conditions:

We face competition from existing and potential competitors which is common for any business. We have, over a period, developed certain competitors who have been discussed in section titles “*Business Overview*” beginning on page no. 123 of this Draft Prospectus.



CAPITALIZATION STATEMENT

The following table sets forth our Company's capitalization as of August 31, 2024, derived from Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 52 and 489, respectively

(Rs. in Lakhs)Error! Not a valid link.

Notes:

1. *The figures disclosed above are based on Restated Standalone Financial Information of our Company.*
2. *Short-term borrowings imply 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 Short term borrowing).*
3. *The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.*
4. *The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company.*



SECTION X – LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; (d) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Company, the Directors, the Promoters, and the Group Companies, including outstanding action; or (e) Material Litigation (as defined below); involving our Company, its Directors, the Promoters, and the Group Company (“**Relevant Parties**”).*

*Our Board of Directors, in its meeting held on January 22, 2025, determined that outstanding litigation involving our Company, its directors, its promoters, and group companies shall be considered material (“**Material Litigation**”) if:*

- a. The aggregate amount involved in such litigation exceed Ten Percentage (10%) of the Profit after Tax of the Company, as per the last audited financial statements; or*
- b. where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in such single litigation individually may not exceed Ten percent (10%) of profit after tax of the Company as per the last audited financial statements if similar litigations put together collectively exceed Ten percent (10%) of the profit after tax of the Company; or*
- c. litigations whose outcome could have material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.*

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.

*Our Board of Directors, in its meeting held on January 22, 2025, determined that outstanding dues to the small-scale undertakings and other creditors exceeding 5% of the Company’s trade payables for the last audited financial statements shall be considered as material dues for the Company for the purpose of disclosure in Draft Prospectus. (“**Material Dues**”). Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI (ICDR) Regulations have been disclosed on our website at www.unitedtechfab.com. Our Company, its Directors and its Promoters are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them. For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.*

All terms defined in a particular litigation disclosure pertains to that litigation only.

I. LITIGATIONS INVOLVING OUR COMPANY

A. Litigations against our Company

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

a) Arbitration Matter:

M/s. Nisan Exim has filed Arbitration claim before the Hon'ble Micro and Small Enterprises Facilitation Council at Ahmedabad, Gujarat, claiming Rs. 25,35,590/- under Micro, Small and Medium Enterprises Act, 2006 against our Company pertaining to non- payment of invoices raised by the Claimant. The matter is pending hearing and disposal. The matter is currently pending.

B. Litigation filed by our Company

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. Tax proceedings :

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ lakhs)
Direct Tax ¹	2	337.41
Indirect Tax ²	1	116.31
Total	3	453.72

Notes: -

1. Direct Tax -

The Income Tax Department has passed assessment order dated 22.03.2024 under section 143(3) r/w 114B of the Income Tax Act, 1961 for A.Y. 2022-23. The Company has challenged the same before the Hon'ble Commissioner of Income Tax (Appeals) on 20.05.2024 challenging the addition towards disallowance of share premium of Rs. 9,13,10,000/- received on adoption of NAV method as against the DCF method adopted by the company for valuation of shares u/s 56(2)(viib) of the Income Tax Act, 1961 and also an addition of Rs. 2,06,21,371/- under section 2(22)(e) of the Income Tax Act, 1961 adding the amount as loan or advance from a promoter group entity.

The Income Tax Department has passed an assessment order dated 25.09.2021 under section 147 r/w section 144B of the Income Tax Act, 1961 for A.Y. 2013-14. The Company has challenged the same before the Hon'ble Commissioner of Income Tax (Appeals) on 20.04.2024 challenging the addition of Rs. 10,00,000/- under section 68 of the Income Tax Act, 1961.

The outstanding demands against the Company are as below:

- Outstanding demand for the assessment year 2022 for an amount of Rs. 87,09,218 /- (including accrued interest).
- Outstanding demand for the assessment year 2022 for an amount of Rs. 2,50,31,880/-.

- Indirect Tax - The amount of ₹1,16,31,216.80 is due to a system-generated ITC mismatch notice, when previous months' unclaimed ITC was availed. A necessary reply to this notice has been duly submitted. However, no demand order has been issued by the GST department.

II. LITIGATIONS INVOLVING OUR PROMOTERS

A. Litigations against our Promoters

1. Criminal proceedings

- i. Criminal Case No.1140 / 2018, has been filed by J K Mandaviya (Food Safety Officer) before the Hon'ble Judicial Magistrate First Class, Civil Court, Gandhinagar u/s Sec 200 of CrPC 1973, under section 3(1)(ZZ)(iii)(v) of Food Safety and Standard Act, 2006 against Shri Ritesh Hada and other accused, pertaining to inspection by Food Safety Officer in the case of Gandhinagar Hospitalities Private Limited, where in, Shri Ritesh Hada was one of the Directors for an offence are punishable under section 52 and 59 of the Food Safety and Standard Act, 2006. The matter is currently pending.
- ii. M/s. Nisan Exim through its partners ("Complainant") has filed a Criminal Enquiry no. 621/2024 against Shri Gagan Nirmalkumar Mittal, Shri Nirmalkumar Mangalchand Mittal, Ritesh Kamalkishore Hada, Sejalben Shantilal Parmar, Safalkumar Hasmukhbhai Patel and Ors. who are directors and CFO of our Company ("Respondents"). The Enquiry is filed on October 28, 2024 before The Chief Judicial Magistrate & Addl. Sr. Civil Judge, Gandhinagar. The matter is currently pending and at notice stage. The matter is currently pending.

2. Outstanding actions by regulatory and statutory authorities

- i. An order was passed by the Adjudicating Officer on February 29, 2024, imposing monetary penalty of 48,00,000/- (Rupees Forty-Eight Lakhs) under Section 15HA of the SEBI Act, 1992 on United Polyfab Gujarat Ltd. (Group Company of the Issuer); Gagan Nirmalkumar Mittal (Chairman & Director cum Promoter of the Issuer); Shiv Marketing and Trading; Vishwakarma Trading House; Anilkumar Mangalchand Mittal; Amay Spincot Pvt. Ltd. (Earlier known as Dhanshree Barter Pvt. Ltd.); Aditi Anil Mittal; and Dhaval Anil Kumar Mittal for violating Regulation 3 (a), (b), (c), (d), 4 (1), 4 (2) (a) & (e) of Prohibition of Fraud and Unfair Trade Practices (PFUTP) Regulations read with Section 12A (a), (b) and (c) of SEBI Act, 1992 and all the Noticees were ordered to pay the penalty jointly and severally. United Polyfab Gujarat Ltd. (Group Company of the Issuer); Gagan Nirmalkumar Mittal (Chairman & Director cum Promoter of the Issuer) ("Appellants") have filed an Appeal against the impugned order dated February 29, 2024, before the Hon'ble Securities Appellate Tribunal ("Hon'ble SAT"). Hon'ble SAT has, vide order dated September 04, 2024, granted stay on the impugned order subject to deposit of 50% of the penalty amount with SEBI within three weeks from the date of the Order. The Appellants have deposited the said amount of Rs. 24,00,000/- on September 21, 2024. The matter is currently pending.

3. Material civil proceedings

- i. Smt. Jyotsnaben Ratibhai Maganbhai and Ors. have filed R. D. M. No. 226/2020, before the Hon'ble Court of Civil Judge (C.D.) Saheb, Gandhinagar, under Order 1 Rule 10 of C.P.C. 1908 ("Application") wherein Shri Ritesh Hada has prayed to be joined in the proceedings as an aggrieved party no. 9. The application pertains to purchase of Land Survey No. 1802 (old 906/1/2) situated at Village: Uvarsad, District Gandhinagar. The proceedings are pending.

B. Litigations by our Promoters

1. Criminal proceedings

- iii. Mr. Ritesh Kamalkishore Hada ("Applicant 1") was a director of Gandhinagar Hospitalities Private Limited ("Applicant 2"). The Applicant 1 along with other Applicants ("Applicants") have been arraigned as accused in a complained being C.C. No. 1140/2018, dated February 20, 2018, pending before the 9th Additional Judicial Magistrate Gandhinagar alleging commission of offences punishable under sections 52 and 59 of the Food

Safety and Standards Act, 2006. The matter is during the checking of the storage facilities, while inspecting the 'black, amongst the 50 packets of 'black pepper' (roughly totalling to about 4 kilo grams) many of the packets had illegibly mentioned the name of the Manufacturers and batch No. whereas the date of manufacture, M.R.P., Lot No., Net weight et cetera were not mentioned/Visible and the said goods were confiscated and it was reported that the sample was 'unsafe' and 'misbranded'. The Applicant No.1 has pleaded that it is an end user of the goods in reference and it cannot be prosecuted in relation to the packaged product in reference found to have been “unsafe” and “misbranded” as alleged in the Complaint. The Applicants therefore state that the entire prosecution against the Applicants, its employees and Directors is clearly misconceived. Hence, the Applicants have filed a Criminal Misc. Application No. 18971 of 2018 before Hon’ble High Court of Gujarat under section 482 of the Cr.P.C. 1973 for quashing the said complaint being C.C. No. 1140 of 2018. The Hon’ble High Court of Gujarat has granted stay in this matter. The matter is currently pending, and the next date of hearing is April 16, 2025.

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

- i. Shri Nirmalkumar Mangalchand Mittal and Ors. (“Appellants”) have preferred a First Appeal vide No. 806 of 2020 before the Hon’ble High Court of Gujarat under section 96 of Civil Procedure Code, 1908 against Nisarbhair Valimahamad Momin and Ors. aggrieved by the decree dated January 22, 2020 passed in Civil Suit bearing No. 2423 of 2010 between Shri Indrachand Gumanlal a/w Shri Nirmalkumar Mangalchand Mittal v/s. Nisarbhair Valimahamad Momin and Ors, wherein Shri. Gagan Mittal had been marked as Respondent No. 07. The Civil Suit No. 2423 of 2010 was preferred by the Appellants seeking relief of specific performance of contract and perpetual injunction of the suit property situated at Block No. 876 at Survey No. 1 of Vatva Village, Daskroi, District Ahmedabad. The Hon’ble High Court via Interim Application Order dated 28.06.2021 continued of the ad interim relief of stay granted. The matter is currently pending.
- ii. Karnavati Medical And Education Trust through MD Ritesh Kamal Kishore Hada, United Eduplus Private Limited, and Shri Ritesh Kamalkishore Hada has preferred a Special Civil Application No. 853 of 2023 against Indusland Bank and Ors before the Hon’ble High Court of Gujarat under Article 226 and 227 of Constitution of India and Banking Regulation Act, 1949 and Reserve Bank of India Act, 1934 praying quashing and setting aside loan sanctioned by Indusland Bank dated 06.06.2022 and refund of entire processing fee being Rs. 88,50,000/- plus interest rate of 18% and prayed for an ex-parte ad interim relief for refund of the processing fee pending admission, hearing and final disposal by the Respondent Bank. The matter is currently pending.
- iii. Shri. Nirmal Kumar Mangalchand Mittal and Ors have preferred a Special Civil Application No. 12461 of 2023 against State of Gujarat and Ors before the Hon’ble High Court of Gujarat challenging the order dated June 7, 2023 passed by the Hon’ble Mamlatdar and Agricultural Land Tribunal in case no. 09/2018 arising out of proceeding under section 84C of the Bombay Tenancy and Agricultural Lands Act, 1948 which vested the ownership of the land bearing Revised survey No. 1074 and Revised survey no. 1075 and 1297 with the State Government of Gujarat. The Hon’ble High Court of Gujarat via an order dated July 25, 2023 has granted ad interim relief. The matter is currently pending and the next date of hearing is February 28, 2025.
- iv. Shri Gagan Nirmal Mittal has preferred a Special Civil Application No. 15915 of 2022 has against the Collector, Ahmedabad and Ors before the Hon’ble High Court of Gujarat challenging the Show Cause Notice dated 30.03.2022 of the Hon’ble Mamlatdar and Agricultural Land Tribunal for the proceeding under section 84C of the Bombay Tenancy and Agricultural Lands Act, 1948 for breach of section 2(2) and 2(3) of the Bombay Tenancy and Agricultural Lands Act, 1948. The matter is currently pending.



- v. Shri. Gagan Nirmal Mittal and Ors have preferred a Special Civil Application No. 7730 of 2023 against State of Gujarat and Ors before the Hon'ble High Court of Gujarat challenging the order of the Hon'ble Mamlatdar and Agricultural Land Tribunal arising out of proceeding under section 84C of the Bombay Tenancy and Agricultural Lands Act, 1948 holding that the transaction of sale was in breach of section 2(2) and 63 of the Act. Thereafter, Shri. Gagan Nirmal Mittal and Ors preferred appeal. On appeal, the Learned Deputy Collector passed an order dated 19.07.2022 setting aside the order dated 17.08.2020 and remanded back the matter to the office of the Ld. Mamlatdar and Agricultural Land Tribunal for fresh consideration. Hence, the Special Civil Application No. 7730 of 2023 has been preferred and the Hon'ble High Court of Gujarat has vide order dated 01.05.2023 directed, while maintaining status quo, to try both the Special Civil Application Nos. 15915/2022 and 7730/2023 together. The matter is currently pending.
- vi. Shri Nirmalkumar Mangalchand Mittal and Ors have preferred a Special Civil Application No. 21778 of 2023 against State of Gujarat and Ors before the Hon'ble High Court of Gujarat challenging the order dated 06.04.2022 in Tenancy Appeal No. 67 of 2020 and Tenancy Review Appeal No. 82 of 2020 of the Learned Deputy Collector (Land Reforms). The Tenancy Appeal and the Tenancy Review Appeal was to challenge the order dated 06.02.2020 of the Hon'ble Mamlatdar and Agricultural Land Tribunal in case no. 10/18/Vatva/84C of 2018 arising out of proceeding under section 84C of the Bombay Tenancy and Agricultural Lands Act, 1948. The matter is currently pending.
- vii. Shri Nirmalkumar Mangalchand Mittal and Ors. have preferred a Special Civil Application No. 15190 of 2023 against State of Gujarat and Ors before the Hon'ble High Court of Gujarat challenging the Show Cause Notice dated 21.12.2020 of the Hon'ble Mamlatdar and Agricultural Land Tribunal under Ganot case no. 09 of 2020 issued under section 84C of Bombay Tenancy and Agricultural Land Act, 1948 for scrutinizing the transaction registered by sale deed dated 01.03.2013. The matter is currently pending.
- viii. Shri Nirmalkumar Mangalchand Mittal and Ors. have preferred a Special Civil Application No. 61 of 2024 against State of Gujarat and Ors before the Hon'ble High Court of Gujarat challenging the Show Cause Notice dated 21.12.2020 of the Hon'ble Mamlatdar and Agricultural Land Tribunal under Ganot case no. 10 of 2020 issued under section 84C of Bombay Tenancy and Agricultural Land Act, 1948 for scrutinizing the transaction registered by sale deed dated 28.05.2013. The matter is currently pending.
- ix. Shri Nirmalkumar Mangalchand Mittal has preferred a Regular Civil Suit No. 231 of 2022 against heirs of Late Khushalbai Shankarbhai- Raiben Khushalbai and before the Court of Additional Civil Judge (C.D.) Saheb, Ahmedabad (Rural) claiming for permanent injunction against the use and or sale of the suit land, in the capacity of owners and occupiers pertaining to property described as block/survey No. 385 (New Survey No. 190) ad-measuring Rs.17.60 Ha.area sq.mtr in the boundary of village Moje Timba, District - Dascroi, Ahmedabad. The matter is currently pending.
- x. Karnavati Medical and Educational Trust through Managing Trustee Shri Ritesh Kamalkishore Hada has filed a Commercial Civil Suit No. 09 of 2024 against National Insurance Company Limited and Ors. under Commercial Courts Act, 2015 before the Hon'ble Commercial Court, Gandhinagar Gujarat claiming and outstanding of Rs.2,07,58,611/- (principal amount) and Rs.2,24,19,300/- (interest at 18% from the date of filing of Suit on principal amount) for loss incurred due to fire break out at the college building situated at Uvarsad campus, Gandhinagar on 19.01.2017. The matter is currently pending.
- xi. Karnavati Medical and Educational Trust through Managing Trustee Shri Ritesh Kamalkishore Hada has filed Civil Miscellaneous Application No. 90 of 2024 against Sadvichar Parivar Trust and Ors. under Order IX and Section 151 of Civil Procedure Code, 1908 before in the Court of Principal Senior Civil Judge, Gandhinagar, Gujarat for restoration of Special Civil Suit No. 160 of 2013 that had been dismissed for default. Special Civil Suit No. 160 of 2013 was for specific performance of contract and other alternative reliefs. The matter is currently pending.



- xii. Karnavati Medical and Education Trust and Mahadeviya Charitable Trust has preferred a Civil Application No. 010790 and 010791 of 2014 respectively against impugned judgment and Final Order dated 23.08.2012 of the Hon'ble High Court of Gujarat in Special Civil Application being the challenge with regard to the settlement arrived at between the Consortium of Self-financing Colleges and the State Government. The contentions also pertain to certain PG Entrance Examination be treated as illegal and unconstitutional. The settlement arrived at between the Consortium of Self-financing Colleges and the State Government in Special Civil Application No.18234 of 2011 is held to be of no consequences as it was in violation of the provisions of the Gujarat Professional Medical Educational Colleges or Institutions (Regulations of Admission and Fixation of Fees) Act, 2007 and the admission to the Postgraduate Dental Courses shall be governed in the ratio of 75:25 which includes 15% NRI seats. In Appeal to the Hon'ble Supreme Court by Karnavati Medical and Education Trust and Mahadeviya Charitable Trust, vide Order dated 28.11.2014 has made absolute, till disposal of the Appeals, the interim relief prayed and granted on 30.08.2012 which stood extended by Order dated 05.09.2012. The matter is currently pending.
- xiii. Gandhinagar Hospitalities Private Ltd through Authorised Officer Shri Ritesh Kamalkishore Hada has filed a Special Civil Suit No. 04 of 2022 against Shri Yoginkumar Haribhai Patel and Shri Ambusinh Punaji Gol under section 31 and 38 of Specific Relief Act, 1963 before the Hon'ble Gandhinagar Civil Court, Gujarat for default in payment of Rs.95,87,200/- as a part of lease rent with respect to lease hold-rights of Suit Property situated at Haveli Arcade, Sector 11, Gandhinagar, Gujarat with the prayer to cancel lease deed no. 26279 of 2021 dated 19.08.2021, handing over the peaceful and vacant possession of suit property, issuance of permanent injunction against the defendants and direction to not create any charge lien, or third party interest encumbrance. The matter is currently pending.

C. Tax proceedings :

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ lakhs)
Direct Tax ¹	6	70.73
Indirect Tax	Nil	Nil
Total	6	70.73

Notes: -

1. Direct Tax -

- i. Outstanding demands for the assessment year 2013 for an amount of Rs. 55,310/- and for the assessment year 2020 for an amount of Rs. 67,219/- (including accrued interest) against Mr. Nirmalkumar Mittal, the same is pending for payment.
- ii. Outstanding demand for the assessment year 2020 for an amount of Rs. 2,499/- (including accrued interest) against Mr. Kamalkishore Hada, the same is pending for payment.
- iii. Outstanding demands for the assessment year 2013 for an amount of Rs. 12,87,935/- (including accrued interest), for the assessment year 2017 for an amount of Rs. 21,44,440/- (including accrued interest and final interest) and for the assessment year 2017 for an amount of Rs. 35,15,194/- (including accrued interest) against Mr. Ritesh Kamalkishore Hada, the same is pending for payment.

III. LITIGATION INVOLVING OUR DIRECTORS (OTHER THAN PROMOTERS)

A. Litigations against our Directors

1. Criminal proceedings

- i. M/s. Nisan Exim through its partners ("Complainant") has filed a Criminal Enquiry no. 621/2024 against Shri Gagan Nirmalkumar Mittal, Shri Nirmalkumar Mangalchand Mittal, Ritesh Kamalkishore Hada, Sejalben Shantilal Parmar, Safalkumar Hasmukhbhai Patel and Ors. who are directors and CFO of our Company ("Respondents"). The Enquiry is filed on October 28, 2024 before The Chief Judicial Magistrate & Addl. Sr. Civil



Judge, Gandhinagar. The matter is currently pending and at notice stage. The matter is currently pending.

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. Litigation filed by our Directors

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. Tax proceedings:

Nil

IV. LITIGATION INVOLVING OUR GROUP COMPANIES

A. Litigations against our Group Companies

1. Criminal proceedings

- i. State of Gujarat through Deputy Labour Commissioner Office, has on 09.11.2020 filed Criminal Case No. 52 of 2021 under section 11(1) of Payment of Gratuity Act, 1972 against United Polyfab Private Limited and Shri Gagan Mittal before the Hon'ble Labour Court at Multistorey Building, Laldarwaja for violation of Rule 4(1), Rule 6(2), Rule 19, the Payment of Gratuity (Gujarat) Rules, 1973 regarding keeping and maintaining certain records. The case is listed for appearance of the Company. The matter is currently pending.

2. Outstanding actions by regulatory and statutory authorities

- i. An order was passed by the Adjudicating Officer on February 29, 2024, imposing monetary penalty of 48,00,000/- (Rupees Forty-Eight Lakhs) under Section 15HA of the SEBI Act, 1992 on United Polyfab Gujarat Ltd. (Group Company of the Issuer); Gagan Nirmalkumar Mittal (Chairman & Director cum Promoter of the Issuer); Shiv Marketing and Trading; Vishwakarma Trading House; Anilkumar Mangalchand Mittal; Amay Spincot Pvt. Ltd. (Earlier known as Dhanshree Barter Pvt. Ltd.); Aditi Anil Mittal; and Dhaval Anil Kumar Mittal for violating Regulation 3 (a), (b), (c), (d), 4 (1), 4 (2) (a) & (e) of Prohibition of Fraud and Unfair Trade Practices (PFUTP) Regulations read with Section 12A (a), (b) and (c) of SEBI Act, 1992 and all the Noticee were ordered to pay the penalty jointly and severally. United Polyfab Gujarat Ltd. (Group Company of the Issuer); Gagan Nirmalkumar Mittal (Chairman & Director cum Promoter of the Issuer) ("Appellants") have filed an Appeal against the impugned order dated February 29, 2024, before the Hon'ble Securities Appellate Tribunal ("Hon'ble SAT"). Hon'ble SAT has, vide order dated September 04, 2024, granted stay on the impugned order subject to deposit of 50% of the penalty amount with SEBI within three weeks from the date of the Order. The Appellants have deposited the said amount of Rs. 24,00,000/- on September 21, 2024. The matter is currently pending.



3. Material civil proceedings

- i. Shri Hasmukhbhai Anubhai Kathrotiya proprietor of Hindustan Pricast has filed a Summary Suit bearing no. SMST R No. 347 of 2021 against United Polyfab Gujarat Limited under section 26 of Civil Procedure Code, 1908 before the Hon'ble Civil Court at Mirzapur, Ahemdabad for Rs 3,64,387/- being the value of the wall constructed by him for the Company. It is the stand of the company that the wall was of inferior quality and had since collapsed and hence the Company was not liable to pay. The matter is currently pending.
- ii. Shri Dilipbhai Bachubhai Rathod has preferred an application no. TAPP LC 29 of 2019 against United Polyfab Private Limited under section 78 of Gujarat Industrial Relation Act, 1946 before the Hon'ble Ahemdabad Labour Court at Multistorey Building, Laldarwaja challenging his oral termination on 07.01.2019. Since, settlement was not considered and Shri Dilipbhai Bachubhai Rathod has prayed for his reinstatement in the employment. The case is listed for evidence of the Company. The matter is currently pending.
- iii. Shri Pankaj Aatmaram Patel has preferred an application no. TAPP LC 59 of 2023 against United Polyfab Private Limited under section 78 and 79 of Gujarat Industrial Relation Act, 1946 before the Hon'ble Ahemdabad Labour Court at Multistorey Building, Laldarwaja challenging his oral termination. Since, settlement was not considered and Shri Dilipbhai Bachubhai Rathod has prayed for full-pay for continued service for the number of days worked with associated rights and reinstatement of his employment. The case is listed for notice to Company. The matter is currently pending.
- iv. A recovery matter was registered on 03-09-2024 vide case number RECO33C 1 LC /116/2024 under Industrial Dispute Act, 1947 by Shri Hariram Mahavir Prasad v/s. Vinod Fabrics Pvt. Ltd. before Hon'ble Labour Court, Ahmedabad, claiming Rs.42,000/-. The Labour Court has on 03.08.2024 directed issue of Recovery Certificate against the Company. The matter is currently pending.

B. Litigations by our Group Companies

1. Criminal proceedings

- i. A case number CC/61955/2020 was registered on 16.10.2020 before the Hon'ble Metropolitan Court, Ahmedabad by Vinod Denim Limited v/s. Faiyaj Ali Saiyad , Propreitor of Faiyaz & Sons Impact under section 138 and 141 of Negotiable Instruments Act, 1881 for dishonour of two cheques on 01.09.2020 amounting to Rs.27,81,535/- and Rs. 27,81,536/- respectively. The matter is currently pending.
- ii. A case number CC/62098/2020 was registered on 16-10-2020 before the Hon'ble Metropolitan Court, Ahmedabad by Vinod Denim Limited v/s. Faiyaj Ali Saiyad , Propreitor of Faiyaz & Sons Impact under section 138 and 141 of Negotiable Instruments Act, 1881 for dishonour of two cheques on 28.08.2020 amounting to Rs.5,00,000/- and Rs.5,00,000/- respectively. The matter is currently pending.

2. Material civil proceedings

- i. United Polyfab Gujarat Limited has filed a Special Civil Application no. 8980 of 2021 against Uttar Gujarat Vij Company Limited before the High Court of Gujarat on 24.06.2021. The application was to challenge the order dated 12.09.2019 of the Electricity Ombudsman and order dated 04.06.2019 of the Consumer Grievances Redressal Forum. United Polyfab Gujarat Limited had filed a complaint before the Consumer Grievances Redressal Forum which was rejected. Being aggrieved by the order of Forum, the Company preferred representation before the Electricity Ombudsman which was also rejected. Subsequently, a Review Application was filed by the Company which was rejected by the Electricity Ombudsman. The Company has filed a Special Civil Application no. 8980 of 2021 praying for issue of writ in the nature of certiorari or any other appropriate writ, order, direction against the orders passed by the Electricity Ombudsman and Consumer Grievances Redressal Forum as the Company had to suffer an additional burden of Rs. 1.5 Crores. The matter is currently pending.

- ii. United Polyfab Gujarat Limited and United Polyfab Private Limited had filed a Civil Suit (CCC) No. 2038/2014 before the Hon'ble City Civil and Sessions Court, Ahmedabad against Shri Mathuram Sunilkumar Agrawal and Ors. for recovery. United Polyfab Gujarat Limited had delivered grey cloth as per the sale contract dated 18.03.2014. The Company had received order from S.S. Textile, a Co-Defendant. Grey cloth was delivered to Gopal Creation, Co-Defendant and as per the instruction of S. S. Textile, the invoices were made in the name of Shri. Mathuram Sunilkumar Agrawal, another Co-Defendant who had promised to make the payment of the goods delivered at Gopal Creation. The Defendants have refused to make the payment. The case has been filed for recovery of the amount of Rs.38,75,230/- with interest at the rate of 12% per annum. The matter is currently pending.
- iii. A Special Civil Appeal was registered on 11.03.2013 bearing no. 2886 of 2013 by Vinod Fabrics Private Limited a/w Shri Vinod Mittal, Director of the Company v/s. Union of India through Secretary, Commissioner of Central Excise Ahmedabad – I and Ors. before Hon'ble High Court of Gujarat, pertaining to the abatement claim for discharge of excise duty liability under the Compounded Levy Scheme under Section 3A of the Central Excise Act, 1944 read with Rule 96 ZQ (7) of the Central Excise Rules, 1944 which is applicable to independent textile processors for consideration of Annual Production Capacity (APC). It was the Company's case that since the Stenter was closed for a period of not less than 7 days continuously and thus the Company was entitled to the abatement of Compounded Levy. The Appeal was a challenge to the company's abatement claim which was rejected by the Additional Commissioner of Central Excise. On appeal the Commissioner (Appeals) Ahmedabad allowed and remanded the matter for denovo adjudication. The matter is currently pending.

On the grounds that the Petitioner had not paid the compounded levy amount in advance and thus abatement could not be allowed, the Additional Commissioner rejected the Company's claim which was again challenged Commissioner (Appeals). The Commissioner (Appeals) too dismissed the Company's appeal. Thereafter the Company preferred an appeal to its Tribunal and the Tribunal was pleased to not interfere and dismissed the appeal. The matter is currently pending.

The Company has preferred Appeal No. 2886/2013 to Hon'ble High Court of Gujarat. The Hon'ble High Court of Gujarat has vide order dated 13.08.2024 adjourned the Appeal sine die in view of another Appeal pending before the Hon'ble Supreme Court on similar points of law and facts. The matter is currently pending.

C. **Tax proceedings :**

A. **Tax proceedings**

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ lakhs)
Direct Tax ¹	16	3628.24
Indirect Tax ²	11	948.53
Total	27	4,576.77

Notes: -

1. *Direct tax –*

- i. *The Union of India had preferred Civil Appeal No 8629 of 2024 in batch of appeals involving the interplay of three Parliamentary statutes: the Income Tax Act 1961, the Taxation and Other Laws (Relaxation and Amendment of Certain Provisions) Act 2020, 2 and the Finance Act 2021. The Income Tax Act was enacted to levy and collect tax on the income of assesses. 3 Sections 147 to 151 of the Income Tax Act deal with the procedure of reassessment of income chargeable to tax which has escaped assessment. The TOLA was enacted in the backdrop of the COVID-19 pandemic to provide relaxation of time limits specified under the provisions of the Income Tax Act and certain other legislations as defined under Section 2(1)(b) of TOLA. The Finance Act 2021 amended the provisions dealing with the*

reassessment procedure under the Income Tax Act with effect from 1 April 2021. The issues involved were:

- a. Whether TOLA and notifications issued under it will also apply to reassessment notices issued after 1 April 2021; and
- b. Whether the reassessment notices issued under Section 148 of the new regime between July and September 2022 are valid.

After several rounds of litigation at various jurisdictions the Union of India had preferred the current Civil Appeal in the Hon'ble Supreme Court challenging the orders of High Courts and related transfer petitions.

The Supreme Court has drawn following conclusions:

114. (a) to (e), (h)

114. (f). The directions in *Ashish Agarwal (supra)* will extend to all the ninety thousand reassessment notices issued under the old regime during the period 1 April 2021 and 30 June 2021;

(g). The time during which the show cause notices were deemed to be stayed is from the date of issuance of the deemed notice between 1 April 2021 and 30 June 2021 till the supply of relevant information and material by the assessing officers to the assesses in terms of the directions issued by this Court in *Ashish Agarwal (supra)*, and the period of two weeks allowed to the assesses to respond to the show cause notices.

115. The judgments of the High Courts rendered in *Union of India v. Rajeev Bansal*, 165 *Keenara Industries Pvt. Ltd. v. ITO, Surat*, 166 *J M Financial and Investment Consultancy Services Pvt. Ltd. v. ACIT*, 167 *Siemens Financial Services Pvt. Ltd. v. DCIT*, 168 *Geeta Agarwal v. ITO*, 169 *Ambika Iron and Steel Pvt Ltd v. PCIT*, 170 *Twylight Infrastructure Pvt Ltd v. ITO*, 171 *Ganesh Dass Khanna v. ITO*, 172 and other judgments of the High Courts which relied on these judgments, are set aside to the extent of the observations made in this judgment.

116. The appeals filed by the Revenue are accordingly allowed. The appeals filed by the assesses will be governed by reasons discussed in this judgment.

Based on the copy of the order u/s. 148 A (d) of the Income Tax Act, 1961 passed by the ACIT Circle 4 (1)(1) for the A.Y. 2014-15, unexplained transactions that has escaped assessment has been assessed at Rs.26,72,86,392/-.

- ii. Outstanding demands for the assessment year 2020 for an amount of Rs. 2815/- (including accrued interest) and for the assessment year 2018 for an amount of Rs. 3,52,290/- against *United Polyfab Gujarat Limited*.
- iii. Outstanding demands for the assessment year 2018 for an amount of Rs. 95,36,207/- (including accrued interest), for the assessment year 2017 for an amount of Rs. 86,63,751/- (including accrued interest), for the assessment year 2015 for an amount of Rs. 22,46,044/- (including accrued interest) and for the assessment year 2016 for an amount of Rs. 1,44,76,426/- (including accrued interest) against *Vinod Denim Limited*.
- iv. Outstanding demands for the assessment year 2019 for an amount of Rs. 34,03,620/- and for the assessment year 2018 for an amount of Rs. 46,90,825/- against *Vinod Spinners Private Limited*.
- v. Outstanding demands for the assessment year 2017 for an amount of Rs. 23,800/- (including accrued interest) and for the assessment year 2017 for an amount 4,54,16,760/- (including accrued interest) against *United Eduplus Private Limited*.
- vi. Outstanding demands for the assessment year 2019 for an amount of Rs. 27,95,886/- (including accrued interest), for the assessment year 2019 for an amount of Rs. 13,04,140/- and for the assessment year 2016 for an amount Rs. 5,589/- (including accrued interest) against *Vinod Fabrics Private Limited*.



- vii. *Outstanding demands for the assessment year 2012 for an amount of Rs. 4,34,624/- and for the assessment year 2012 for an amount 21,84,455/- (including accrued interest) against Vinod Cotfab Private Limited.*
2. *Indirect Tax – The below-mentioned amounts aggregating to ₹948.53 Lakhs is based on a system-generated ITC mismatch notice of DRC-01C appearing on GST Online Portal. However, no demand order has been received by the above companies.*
- i. *A system generated Notice for ITC mismatch (Form GST DRC-01C) amounting to Rs. 74,88,225/- was issued on 14/10/2024 against United Polyfab Gujarat Limited. Further, Summary order has been passed on 01/01/2019 for an amount of Rs. 1,42,317/- against United Polyfab Gujarat Limited.*
- ii. *A system generated Notice for ITC mismatch (Form GST DRC-01C) amounting to Rs. 68,62,631/-, 45,52,317/-, 1,00,98,573/- and 2,64,41,522/- was issued on 20/12/2024, 20/08/2024, 19/06/2024 and 18/04/2024 respectively against Vinod Spinners Private Limited.*
- iii. *A system generated Notice for ITC mismatch (Form GST DRC-01C) amounting to Rs. 1,54,43,196/- and 2,00,11,557/- was issued on 20/12/2024 and 19/10/2024 respectively against Vinod Denim Limited. Further, Summary order has been passed on 27/12/2018 and 11/10/2018 for an amount of Rs. 3,39,420/- and 1,99,226/- respectively against Vinod Denim Limited.*
- iv. *Further, a system generated Notice to return defaulter u/s 46 for not filing return was issued against United Eduplus Private Limited.*
- v. *A system generated Notice for ITC mismatch (Form GST DRC-01C) amounting to Rs. 32,73,739/- was issued on 20/09/2024 against Vinod Cotfab Private Limited.*

V. LITIGATION INVOLVING SUBSIDIARY COMPANY

Our Company does not have any subsidiary.

VI. OTHER MATERIAL OUTSTANDING LITIGATION INVOLVING OUR COMPANY

- i. Our Company has filed an application before Hon'ble National Company Law Tribunal, Ahmedabad Bench for restatement of financial statements by way of revision of Board's Report under section 131 of The Companies Act, 2013 for the purpose of rectification of error in Board's Report and adopting revised Board's Report for the financial year ended on March 31, 2023 submitted in Form AOC 4 for respective year with Registrar of Companies, Gujarat in online System of MCA21. The application was filed on February 3, 2025. The matter is currently pending and the next date of hearing is April 17, 2025.

VII. PART VI: PENALTIES LEVIED UPON OUR COMPANY / PROMOTER / PROMOTER GROUP COMPANIES IN THE PAST FIVE YEARS

NIL

VIII. LITIGATIONS OR LEGAL ACTIONS, PENDING OR TAKEN, BY ANY MINISTRY OR DEPARTMENT OF THE GOVERNMENT OR A STATUTORY AUTHORITY AGAINST OUR PROMOTERS DURING THE LAST 5 (FIVE) YEARS.

NIL

IX. PENDING PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES.

NIL

X. INQUIRIES, INVESTIGATIONS ETC. INSTITUTED UNDER THE COMPANIES ACT, 2013 OR ANY PREVIOUS COMPANIES ENACTMENT IN THE LAST 5 (FIVE) YEARS AGAINST OUR COMPANY



NIL

XI. MATERIAL FRAUD AGAINST OUR COMPANY IN THE LAST 5 (FIVE) YEARS

There has been no material fraud committed against our Company in the last 5 (five) years.

XII. FINES IMPOSED OR COMPOUNDING OF OFFENCES FOR DEFAULT

- i. Our Company has filed two applications on January 29, 2025 for compounding of Offence (*Suo moto*) under Section 441 of the Companies Act, 2013 with Regional Director, North Western Region, Ahmedabad to compound the offences for violation of the provisions of Section 158 and section 134 of the Companies Act, 2013. Our Company had violated the provisions of Section 158 of the Companies Act, 2013, for not mentioning DIN as well as Name of Directors in the financial statements of the Company for the Financial Year 2014-15, 2015-16 and 2016-17. Further, our Company had violated the provisions of Section 134 of the Companies Act, 2013, by mentioning wrong number of Board meetings in Boards Report for the Financial Year 2014-15. The said applications are currently pending.
- ii. Our Company has filed an application on January 29, 2025 for Adjudication of Penalties (*Suo moto*) under Section 454 of the Companies Act, 2013 with the Registrar of Companies, Gujarat at Ahmedabad to adjudicate the penalty for violation of the provisions of Section 137 of the Companies Act, 2013. Our Company had violated the provisions of Section 137 of the Companies Act, 2013, for Non-attachment of Statement of Profit and Loss in Form AOC-4 of the Company for the Financial Year 2014-15. The said application is currently pending.

XIII. NON-PAYMENT OF STATUTORY DUES

NIL

Material Developments

In the opinion of the Board, other than as disclosed in the Notes to our Financial Statements in the section “Financial Statements” on page no. 184 and in the section “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 190 of this Draft Prospectus/Prospectus, there has not arisen, since the date of the last financial statements set out herein, any circumstance that materially or adversely affects our profitability taken as a whole or the value of our consolidated assets or our ability to pay our material liabilities over the next 12 months.

Amounts due to Small Scale Undertakings

In accordance with our Company’s materiality policy the dues owed by the Company to the small-scale undertakings and other creditors exceeding 5% of the Company’s trade payables for the latest audited financial statements shall be considered as material dues for the Company. Based on this criterion, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as on 31.08.2024 of our Company, are set out below:

(Amount in Lakhs)

Type of creditors	Number of creditors	Amount involved (in Rs. lakhs)
Material creditors	2	2640.72
Micro, Small and Medium Enterprises	1	4.17
Other creditors	7	223.12
Total	10	2868.01



Adverse Events

There has been no adverse event affecting the operations of our Company occurring within one year prior to the date of filing Draft Prospectus with the BSE SME.



GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities. In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India 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. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities. The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. Approvals for the Issue

The following approvals have been obtained or will be obtained in connection with the Issue:

Corporate Approvals:

- a. Our Board, pursuant to its resolution dated January 6, 2025 authorized the Issue subject to approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 and such other authorities as may be necessary;
- b. The shareholders of our Company have, pursuant to their resolution passed at the Extra Ordinary General Meeting of our Company held on January 9, 2025 authorized the Issue;
- c. Our Board approved this Draft Prospectus pursuant to its resolution dated February 28, 2025.

Approval from the Stock Exchange:

- d. In-principle approval dated [●] from the BSE SME for using the name of the Exchange in the issue documents for listing of the Equity Shares issued by our Company pursuant to the issue.

Agreements with NSDL and CDSL:

- e. The company has entered into an agreement dated October 9, 2024 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent.
- f. Similarly, the Company has also entered into an agreement dated October 9, 2024 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent- KFin Technologies Limited.
- g. NSDL/CDSL: ISIN No.: INE17FV01018

II. Incorporation related Approvals

Sr. No.	Nature of Registration/License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	U17120GJ2012PTC069888	Companies Act, 1956	Registrar of Companies,	16.04.2012	Valid till cancelled

				Gujarat, Dadra and Nagar Havelli		
2.	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U17120GJ2012PLC069888	Companies Act, 2013	Registrar of Companies, Central Processing Centre	28.08.2024	Valid till cancelled

III. Corporate/General Authorizations and those related to business of the Company:

Sr. No.	Nature of Registration/ License	Registration/License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number	AABCU4302R	Income Tax Act, 1961	Income Tax Department	16.04.2012	-
2.	Tax Deduction and Collection Account Number (TAN)	AHMU01769F	Income Tax Act, 1961	Income Tax Department	26.09.2024	-
3.	Registration Certificate of Goods & Service Tax (GST)	24AABCU4302R1Z7	Central goods and services tax act, 2017	Superintendent of GST, Gujarat	01/07/2017	-
4.	LEI Certificate	9845003DE08587CD7312		Legal Entity Identifier India Ltd	01.09.2021	02.10.2025
5.	Certificate of Importer and Exporter Code (IEC)	0815016069	The Foreign trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade	19.11.2015	Lifetime Validity
6.	Consolidated Consent and Authorization (CC&A)	CCA NO: W-70161	Water Act, 1974 Air Act, 1981 Environment (Protection) Act, 1986	Gujarat Pollution Control Board	06.02.2024	31.12.2028
7.	Consent to Establish (CTE Amendment)	CTE Amendment No. 117587 No: GPCB/ABD-CCA-DSK-67/ID:49287/63796 0	Solid Waste Management Rules-2016	Gujarat Pollution Control Board	Amendment Date:06.04.2022	17.12.2028 can be add as per Certificate



						-
8.	UDYAM Registration	UDYAM-GJ-01-0011427	Ministry of Micro, Small and Medium Enterprises	Ministry of Micro, Small and Medium Enterprises	08.09.2020	-
9.	License to work a factory	14279/13121/2020	Provisions of the Factories Act, 1948 and the Rules made thereunder	Joint Director Industrial Safety and Health, Ahmedabad Region	11.06.2018	31.12.2028
10.	Provident Fund Code Number	GJAHD2560204000	Employees' Provident Fund and Miscellaneous Provisions Act, 1952.	Employees' Provident Fund Organisation	17.01.2022	Valid till cancelled

Material approvals or renewals for which applications are currently pending before relevant authorities:

Nil

Material approvals or renewals for which applications are currently pending before relevant authorities:

Nil

Material approvals expired and renewal yet to be applied for:

Nil

Material approvals required but not obtained or applied for:

Sr. No	Description	Place
1.	Fire NOC for Factory Premises	Miroli, Ahmedabad, Gujarat.

IV. Registered domain name relating to our Company-

S. No.	Domain Name and ID	Sponsoring Registrar and IANA ID	Creation Date	Registration Expiry Date
1	Name: Unitedtechfab.com WEBSITE: https://unitedtechfab.com	GoDaddy.com, LLC IANA ID: 146	17.09.2024	17.09.2025

Intellectual Property: NIL



SECTION – XI – OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Board of Directors has, pursuant to a resolution passed at its meeting held on January 6, 2025 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on January 9, 2025 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this Draft Prospectus for listing our shares on the SME Platform of BSE Limited. BSE is the Designated Stock Exchange for the purpose of this Issue.

PROHIBITION BY SECURITIES MARKET REGULATORS

Our Company, our Promoters, our Directors and our Promoters's Group have not been prohibited from accessing or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

CONFIRMATIONS

1. Our Company, our Promoters, Promoters's Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.
2. None of the Directors in any manner associated with any entities which are engaged in securities market related business and are registered with the SEBI.
3. There has been no action taken by SEBI against any of our Directors or any entity with which our Directors are associated as Promoters or directors.

PROHIBITION BY RBI OR GOVERNMENTAL AUTHORITY

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

ELIGIBILITY FOR THE ISSUE

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations; and this Offer is an "Initial Public Offer" in terms of the SEBI ICDR Regulations, 2018.

Our company whose post issue paid-up capital is less than or equal to ₹ 25 Crore therefore, our company is eligible for the Issue in accordance with Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018.

Our Company also complies with the eligibility conditions laid by the SME Platform of BSE Limited for listing of our Equity Shares. The point wise Criteria for SME Platform of BSE Limited and compliance thereof are given hereunder;

1. **The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.**

Our Company is incorporated under the Companies Act, 2013.

2. The post issue paid up capital of the company (face value) shall not be more than ₹ 25.00 Crore.

The present paid-up capital of our Company is ₹ 10.95 Crores and we are proposing issue of up to 4760000 Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹ [●] Crores which is less than ₹ 25.00 Crore.

3. Net-worth: At least Rs. 1 crore for 2 preceding full financial years.

As per restated financial information, the net-worth of the Company is ₹ 3,723.33 lakhs and ₹ 3,373.59 lakhs, as on March 31, 2024 and March 31, 2023 respectively. So, The Company has fulfilled the criteria of networth of at least Rs. 1 crore for 2 preceding full financial years.

4. Net Tangible Asset: At least Rs 3 crores in last preceding (full) financial year

As per restated financial information, the net tangible assets of the Company are ₹ 3723.33 Lakhs as on March 31, 2024. So, the Company has fulfilled the criteria of at least Rs 3 crores in last preceding (full) financial year.

5. The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years

Our Company was originally incorporated on April 16, 2012 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Therefore, we are in compliance with criteria of having track record of 3 years.

6. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ In lakh)

Particulars	For the year/period ended			
	August 31, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Operating profit (earnings before interest, depreciation and tax and other income) from operations	712.61	1,172.15	1,319.10	1,269.96
Net Worth as per Restated Financial Statement	4,012.10	3,723.32	3,373.58	2,825.50

7. Leverage Ratio: Leverage ratio of not more than 3:1

As on August 31, 2024, total debt and total shareholders fund of the Company was ₹ 3,482.08 lakhs and ₹ 4012.10 lakhs respectively. Accordingly, Leverage ratio (Total debt / total shareholders fund) of the Company works out at 0.87:1. Hence leverage ratio of The Company is not more than 3:1.

8. Disciplinary Action

There is no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.

The Promoter(s) or directors are not promoter(s) or directors of any companies that are compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.



Directors are not disqualified/debarred by any of the Regulatory Authority.

9. There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies- **Not Applicable in the present case.**

10. Name Change

Not Applicable in the present case.

11. Other Requirements

We confirm that;

- i. The Company has a live and operational website: www.unitedtechfab.com
- ii. The entire Equity Shares held by the Promoters are dematerialized.
- iii. Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated October 15, 2024 and National Securities Depository Limited dated September 30, 2024 for establishing connectivity.
- iv. There has been no change in the promoter(s) of our Company in the preceding one year from date of filing application to BSE for listing on BSE SME.
- v. The composition of the Board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.
- vi. Our Company has not been referred to the NCLT under IBC.
- vii. There is no winding up petition against our Company, which has been admitted by the Court or a liquidator has not been appointed.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by LM, please refer to Section titled “**General Information**” beginning on page no. 57 of this Draft Prospectus.
2. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the LM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public Issue. For details of the market making arrangement, see Section titled “**General Information**” beginning on page no. 57 of this Draft Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Applicants, in accordance with the SEBI ICDR Regulations and applicable law.
4. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of Issue Document through LM immediately up on filing of the Issue Document with the Registrar of Companies along with a Due Diligence Certificate including additional confirmations. However, SEBI shall not issue any observation on our Prospectus.



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.

SEBI DISCLAIMER CLAUSE

“IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER/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 THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER/OFFER DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER/OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT / OFFER DOCUMENT, THE LEAD MANAGER(S) IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER(S), NIRBHAY CAPITAL SERVICES PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 28, 2025, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER/OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER 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 LEAD MANAGER(S) ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER/OFFER DOCUMENT.”

ALL LEGAL REQUIREMENTS PERTAINING TO THIS ISSUE WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, AHMEDABAD, IN TERMS OF SECTION 26, 30 AND SECTION 33 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE

The copy of the Draft Prospectus is submitted to BSE. Post scrutiny of the Draft Prospectus, the Disclaimer Clause as intimated by BSE to us is read as under:

“As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter Ref.: [●] dated [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; 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.”

CAUTION- DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

The Company, the Directors, accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisement or any other material issued by or at the instance of the issuer and that anyone placing reliance on any other source of information would be doing so at their own risk.

The Lead Manager accepts no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: www.unitedtechfab.com would be doing so at their own risk.

The Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of the issuer and that anyone placing reliance on any other source of information, including Company’s website: www.unitedtechfab.com would be doing so at their own risk.

CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Memorandum of Understanding entered into between the Lead Manager, Nirbhay Capital Services Private Limited and our Company dated January 31, 2025 and the Underwriting Agreement dated [●] between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker, [●] and our Company.

All information shall be made available by us and LM 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 Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and our Promoter Group, affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company and our Promoter Group, affiliates or associates for which they have received, and may in future receive, compensation.

Note:

Investors that apply in this Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and Lead Manager 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 the 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 of our company.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to



invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub-account registered with SEBI which is a foreign corporate or foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft 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 Ahmedabad 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.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share 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 OF DRAFT PROSPECTUS/PROSPECTUS WITH THE BOARD AND THE REGISTRAR OF COMPANIES

The Draft Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Kala Ghoda, Fort, Mumbai, Maharashtra - 400001. The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Prospectus, will be delivered to the RoC Office situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013, Gujarat and will be made available on the website of the Company i.e. www.unitedtechfab.com.



LISTING

Application is to be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within two days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within two days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the two days, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within Three Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- (a). **makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or**
- (b). **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- (c). **Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”**

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

CONSENTS

The written consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers' to the Company, Banker to the Issue, Legal Advisor to the Issue, the Lead Manager to the Issue, Underwriter, Registrar to the Issue and Market Maker to act in their respective capacities have been obtained.



Above consents will be filed along with a copy of the Prospectus with the ROC, as required under Section 26 of the Companies Act, 2013 and such consents have not been withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, 1) M/s. Rajiv Shah & Associates, Chartered Accountants have provided their written consent to act as Peer review Auditor and expert to the company dated January 29, 2025 for Audit Report to the Restated Financials and Restated Financial Information as well as inclusion of Statement of Tax Benefits dated January 29, 2025 and disclosure made in chapter titled **“Objects of the Issue”** beginning on Page No. 87 of this Draft Prospectus; 2) M/s. Juris Matrix, Advocates has provided their written consent to act as Legal Advisor to the issue dated February 12, 2025 for chapters titled **“Key Industry Regulations”, “Government and Other Statutory Approvals”, “Outstanding Litigations and Material Developments” and “Restriction on Foreign Ownership of Indian Securities”** beginning on Page Nos. 137, 216,203 and 287 of this Draft Prospectus; 3) M/s. Rajiv Shah & Associates, Chartered Accountants have provided their written consent to act as expert to the company dated January 29, 2025 for disclosure made in section titled **“Object of the Issue” and “Basis for Issue Price”** beginning on Page No. 87 and Page No. 95 of this Draft Prospectus.

Further, such consents and reports have not been withdrawn up to the time of delivery of this Draft Prospectus.

EXPERT OPINION

Except for report and certificates from Peer Review Auditors on financial matter, we have not obtained any other expert opinions.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.

Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Offer is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public Issue. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Except mentioned below, none of our group companies has issued capital during last three years, the details of which are as given below:

Sr No.	Particulars	Details
1.	Name of the Company	United Cotfab Limited
2.	Year of Issue	2024
3.	Type of Issue (public/rights/composite).	Public Issue on BSE SME Platform
4.	Amount of issue	Rs. 3628.80 Lakhs
5.	Date of closure of issue	June 19, 2024
6.	Date of allotment	June 20, 2024
7.	Date of credit of securities to the demat account	June 21, 2024
8.	Date of completion of the project, where object of the issue was financing the project.	Not Applicable



9.	Rate of dividend paid.	Nil
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PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LM

For details regarding the price information and track record of the past issue handled by Nirbhay Capital Services Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

TABLE 1

SME IPO:

Sr. No	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % 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.	Aatmaj Healthcare Limited	38.40	60.00	June 30, 2023	56.00	-19.00 (-7.01)	-24.17 (-8.76)	-30.58 (-19.04)

MAIN BOARD IPO:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % 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
								NIL

Source: Price Information www.bseindia.com and www.nseindia.com, Issue Information from respective Prospectus.

Note:

1. The S&P NSE Sensex and NSE Nifty are considered as the Benchmark.
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th / 90th/180th Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th / 90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.
4. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: www.nirbhaycapital.com

SUMMARY STATEMENT OF DISCLOSURE
TABLE 2
SME IPO:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 th calendar day from listing date			Nos. of IPO trading at premium as on 30 th calendar day from listing date			Nos. of IPO trading at discount as on 180 th calendar day from listing date			Nos. of IPO trading at premium as on 180 th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-

MAIN BOARD IPO:

Financial Year	Total No. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30 th calendar day from listing date			Nos. of IPO trading at premium as on 30 th calendar day from listing date			Nos. of IPO trading at discount as on 180 th calendar day from listing date			Nos. of IPO trading at premium as on 180 th calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25														
2023-24														
2022-23														
2021-22														

Notes:

- Issue opening date is considered for calculation of total number of IPO's in the respective financial year.
- In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
- Source: www.bseindia.com and www.nseindia.com

PROMISE VIS-A-VIS PERFORMANCE

Except our Promoter Group Company i.e. United Cotfab Limited, neither our Company nor our Promoter's Group Companies/Entities have made any previous rights or public issues during last five years. In 2024, United Cotfab Limited came with the Initial Public Issue of 51,84,000 Equity Shares of face value of ₹ 10/- each for cash at price of ₹ 70/- per Equity Share including a share premium of ₹ 60/- per Equity Share ("The Issue Price") aggregating to ₹ 3628.80 Lakhs. The details of Promise vis-à-vis Performance of United Cotfab Limited is as follows and object of the issue as mentioned in the prospectus of United Cotfab Limited.

Fund Raised (Object of the Issue) – Promised	Amount (₹ in Lakhs)	Fund Utilization/Performance (Proceeds till September 30, 2024)
To Meet Working Capital Requirements	2470.00	2470.00
General Corporate Purpose	886.07	832.22
Public Issue Related Expense	272.73	272.73
Total	3628.8	3574.95

(Source: Statement of Deviation/Variation in Utilization of fund raised dated September 30, 2024 filed by United Cotfab Limited with SME portal of BSE Limited)



STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Lead Managers shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and comply with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Prospectus/Prospectus. - **Noted for Compliance**

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB (in case of ASBA Bidders) or Sponsor Bank (in case of UPI Mechanism) or for redressal of routine investor grievances including through SEBI Complaint Redress System (SCORES) shall 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, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted Stakeholders Relationship Committee as follows:

Name of the Directors	Designation	Nature of Directorship
Ms. Sejalben Shantilal Parmar	Chairperson	Independent Director



Mr. Safalkumar Hasmukhbhai Patel	Member	Independent Director
Mr. Gagan Nirmalkumar Mittal	Member	Executive Director

Our Company has appointed Mr. Sohitkumar Dineshchandra Mehta as the Company Secretary and Compliance Officer who may be contacted in case of any pre-issue or post-issue related problems at the following address:

Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425

Telephone No.: +91 9879228031

Web site: www.unitedtechfab.com

E-Mail: cs@unitedtechfab.com

Till date of this Draft Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

FEES PAYABLE TO LM TO THE ISSUE

The total fees payable to the LM will be as per the Memorandum of Understanding for Initial Public Offer, a copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable to the Registrar to the Issue, for processing of Bidding application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Agreement between the Company and the Registrar to the Issue.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, communication expenses etc. Adequate funds will be provided to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post or email.

FEES PAYABLE TO OTHERS

The total fees payable to the Sponsor Bank, Legal Advisor, Statutory Auditor and Peer Review Auditor, Market maker and Advertiser, etc. will be as per the terms of their respective engagement letters.

COMMISSION PAYABLE TO SCSBS

1. *Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for RIIs and NIIs, would be as follows:*

Portion for RIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST)

^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Issue Price).

2. *The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.*



3. *Registered Brokers, will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from RIIs and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.*
4. *SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.*
5. *Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.*

The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No.: SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022.

PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “**Capital Structure**” beginning on page no. 61 of this Draft Prospectus, our Company has not Issue any Equity Shares for consideration otherwise than for cash.

LISTED VENTURES OF PROMOTERS

Except United Polyfab Gujarat Limited and United Cotfab Limited, there are no listed ventures of our Company as on date of filing of this Draft Prospectus. For details related to our group companies, please refer to chapter titled as Information with respect to Group Companies on page no. 178 of this Draft Prospectus.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS

Except as disclosed under chapter titled “**Capital Structure**” on page 61 of this Draft Prospectus, our Company has not capitalized Reserves or Profits during last five years.

REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS

Our Company has not revalued its assets during last five years.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI SHALL BE DISCLOSED

Our Company has not been granted any exemptions from complying with any provisions of Securities Laws by SEBIs.



SECTION XII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 including amendments thereof, our Memorandum and Articles of Association, the terms of this Draft Prospectus, Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

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 (except Anchor 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 may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Further vide the said circular, Registrar to the Issue and Depository Participants have also been authorized to collect the Application forms. Investor may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the chapter titled “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page no. 288 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors and approved by the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any, declared) will be approved by the Board of Directors.

FACE VALUE AND ISSUE PRICE

The face value of the Equity Shares is ₹ 10/- each and the Issue Price is ₹ [●] per Equity Share.

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on page no. 95 of this Draft Prospectus.

At any given point of time there shall be only one denomination for the Equity Shares of our company, subject to applicable laws.



COMPLIANCE WITH SEBI (ICDR) REGULATIONS, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum and Articles of Association of our Company.

For a detailed description of the provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the chapter titled “*Description of Equity Shares and Terms of the Articles of Association*” beginning on page no. 288 of this Draft Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI (ICDR) Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

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 the SCSBs or Sponsor Bank shall be unblocked within two (2) Working days of closure of issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Ahmedabad.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the



Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDERS

Where 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.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicants, may nominate up to three persons, vide Multiple Nominations facility made available by CDSL and NSDL, to whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest in respect of Percentage assigned to each nominee at the time of nomination. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination interest shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board of Directors may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board of Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

PERIOD OF OPERATION OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON	[•]	ISSUE CLOSES ON	[•]
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An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Closing Date	[•]
Finalization of Basis of Allotment with BSE	[•]
Initiation of refunds /unblocking of funds from ASBA Account	[•]



Credit of Equity Shares to demat accounts of Allottees	[•]
Commencement of trading of the Equity Shares on BSE	[•]

The above time table is indicative and does not constitute any obligation on our Company. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on BSE is taken within three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of Applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some Applications may not get uploaded due to lack of sufficient time. Such Applications that are not uploaded will not be considered for allocation under the Issue. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

The issuer does not receive the minimum subscription of 100% of the issue through offer document on the date of closure of the issue or devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue or withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchanges for the securities so Issued under the offer document, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum.

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 the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

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.

NO RESERVATION FOR EIGIBLE NRIS, FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS



It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs 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.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft 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.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the equity shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by SME Platform of BSE from time to time by giving prior notice to investors at large.

However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Minimum Promoters' Contribution in the Issue as detailed in the chapter "**Capital Structure**" beginning on page no. 68 of this Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details, please refer to the chapter titled "**Description of Equity Shares and Terms of the Articles of Association**" beginning on page no. 288 of this Draft Prospectus.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.



The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE on a later date, subject to the following:

If the Paid-up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may migrate equity shares to the main board of the stock exchanges if shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if Company fulfils the eligibility criteria for listing laid down by the Main Board.

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

OR

Where the post-issue face value capital of the Company listed on a SME exchange is likely to increase beyond twenty five crore rupees by virtue of any further issue of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board:

Provided that no further issue of capital by the Company shall be made unless;

- a) the shareholders of the Company have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal;
- b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

MARKET MAKING

The shares offered though this issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform of BSE for a minimum period of three years from the date of listing of shares offered though this Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker; please see “**General Information**” beginning on page no. 57 of this Draft Prospectus.

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ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is less than or equal to ₹ 10 crores, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “Terms of Issue” and “Issue Procedure” on page no. 232 and 240s respectively of this Draft Prospectus.

Public issue of Upto 47,60,000 equity shares of face value of ₹ 10/- each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the “issue price”) aggregating to ₹ [●] Lakhs (“the issue”) by our company.

Particulars	Net Issue to Public	Market Maker reservation portion
Number of Equity Shares*	[●]Equity Shares	[●]Equity Shares
Percentage of Issue Size available for allocation	[●] of the Issue Size	[●]of the Issue Size
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of [●] Equity Shares and Further allotment in multiples of [●] Equity Shares each. For further details please refer to the section titled “Issue Procedure” on page no. 240 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the Applicants shall make the Application (Online or Physical) through ASBA Process Only.	Through ASBA mode Only.
Minimum Application Size	For NII: Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹ 2,00,000 For Retail Individuals: [●] Equity Shares	[●]Equity Shares
Maximum Bid	For NII: Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed [●] Equity Shares subject to limit the investor has to adhere under the relevant laws and regulations applicable. For Retail Individuals: [●] Equity Shares so that the Application Value does not exceed ₹ 2,00,000	[●]Equity Shares
Mode of Allotment	Compulsorily in dematerialized mode	Compulsorily in dematerialized mode
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.



Particulars	Net Issue to Public	Market Maker reservation portion
Terms of payment	Entire Application Amount shall be payable at the time of submission of Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

* 50% of the shares Issued in the Net Issue to Public portion are reserved for applications whose application value is below ₹ 2,00,000 and the balance 50% of the shares are available for applications whose application value is above ₹ 2,00,000.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Ahmedabad.

ISSUE PROGRAMME

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]

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ISSUE PROCEDURE

All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (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/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Master Circular Number SEBI/HO/CFD/PoD- 2/P/CIR/2023/00094 dated June 21, 2023 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“**General Information Document**”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, 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 Issue especially in relation to the process for Bids by UPI Bidders through UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund (xiii) disposal of applications and electronic registration of Bids. SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019

All Designated Intermediaries in relation to the Issue 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/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI Master Circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 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 dated 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.

All Designated Intermediaries in relation to the Issue 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/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI Master Circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 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 dated 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.

With effect from July 1, 2019, with respect to Applications by RIIs 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. 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.

Further, our Company, and the LM are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Prospectus and the Prospectus. The LM shall be the nodal entity for any issues arising out of public issuance process. Our Company, and the LM are not liable for any adverse occurrence’s consequent to the implementation of the UPI Mechanism for application in this Issue.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the Full Application Amount along with the Application Form.

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 was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a RIB also had the option to submit the ASBA Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

Phase II:

This phase had become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Under this phase, submission of the physical ASBA Form by a RIB through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice.

Phase III:

This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or



notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The processing fees for applications made by UPI Applicants using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. Accordingly, the Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI pursuant to the T+3 Notification.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint SCSBs as a sponsor bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Applicants using UPI.

The processing fees for applications made by UPI Applicants may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹2 lakhs to ₹5 lakhs for UPI based ASBA in initial public offerings. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the LM.

This Issue is being made under Phase III of the UPI (on a mandatory basis).

FIXED PRICE ISSUE 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 Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Issue method. In terms of Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be issued to Non-Retail Category i.e., QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange. However, if the retail individual investor category is entitled to more than fifty per cent of the net Issue on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI.

In case of QIB Applicants, the Company, in consultation with the Lead Manager, may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing. In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.



Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchange, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchange.

Electronic registration of Applications

- a) The Designated Intermediary registered the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries could also set up facilities for off-line electronic registration of Bids, subject to the condition that they would subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Issue.
- b) On the Bid/Issue Closing Date, the Designated Intermediaries uploaded the Bids till such time as were permitted by the Stock Exchanges and as disclosed in this Draft Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges Platform were considered for allocation/Allotment. The Designated Intermediaries were given till 1:00 pm on the next Working Day following the Bid/Issue Closing Date to modify select fields uploaded in the Stock Exchanges Platform during the Bid/Issue Period after which the Stock Exchange(s) sent the bid information to the Registrar to the Issue for further processing.

AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Draft Prospectus and Prospectus together with the Application Forms, copies of the Draft Prospectus and Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. An electronic copy of the Application Form will also be available for download on the website of the Stock Exchange (BSE Limited) i.e. www.bseindia.com at least one day prior to the Issue Opening Date.

All the investors (except Retail Individual Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, Retail Individual Investors applying in public Issue through intermediaries shall use only UPI payment mechanism for application. The application form submitted by NIIs and QIBs must provide applicant's bank account details and authorization to block funds in the relevant space provided in the Application Form. Further, Retail Individual Investors submitting application form using UPI shall mention the UPI of his/her own Bank account in the application form in the relevant space. The Application Forms that do not contain applicant's bank account details or UPI of own Bank Account, as the case may be, are liable to be rejected. All the investors were also required to ensure that the ASBA Account had sufficient credit balance as an amount equivalent to the full Bid Amount which could have been blocked by the SCSB.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID were liable for rejection. RIIs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Application Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Applicants must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Application Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Application.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of 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 Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

* Excluding electronic Application Forms downloaded by the Applicants.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Application details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic applying system of the Stock Exchanges. For RIIs using UPI Mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. For ASBA Forms (other than RIIs) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Applicants has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic Application with the records of the CDP for DP ID / Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID / Client ID or PAN ID, bank code and location code in the Application details already uploaded.

For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Application entered in the Stock Exchange bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Banker 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 Banks and the Bankers to an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Sponsor Bank will undertake a reconciliation of Application responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Application requests and responses throughout their lifecycle on daily basis and share reports with the LM in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and Issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with Issuer banks and Sponsor Banks on a continuous basis.

SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Draft Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account or UPI linked Bank 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.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- i. An SCSB, with whom the bank account to be blocked, is maintained
- ii. A syndicate member (or sub-syndicate member)



- iii. A stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
- iv. A depository participant (“DP”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v. A registrar to an issuer and share transfer agent (“RTA”) (Whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), shall enter their UPI ID in the application form.

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the applicants have a bank account and shall not submit it to any non-SCSB Bank.

For applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of Stock Exchange. Further, Intermediaries shall retain physical application forms submitted by retail individual investors with UPI as a payment mechanism, for a period of six months and thereafter forward the same to the issuer/ Registrar to the Issue. However, in case of Electronic forms, “printouts” of such applications need not be retained or sent to the issuer. Intermediaries shall, at all times, maintain the electronic records relating to such forms for a minimum period of three years.

SCSB, after accepting the form, shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and blocked funds available in the bank account specified in the form, to the extent of the application money specified.

It is clarified that Retail Individual Investors may continue to submit physical ASBA Forms with SCSBs without using the UPI Mechanism.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form submitted by RIIs (without using UPI for payment), NIIs and QIBs, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors (other than Retail Individual Investors) to intermediaries other than SCSBs without use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).



	<p>Stock Exchange shall share application details including the UPI ID with Sponsor Bank on a continuous basis through API integration, to enable Sponsor Bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor Bank shall initiate request for blocking of funds through NPCI to investor. Investor shall accept mandate request for blocking of funds, on his / her mobile application, associated with UPI ID linked bank account.</p>
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Stock exchange(s) shall validate the electronic application details with depository's records for DP ID/Client ID and PAN Combination, on a real time basis through API Integration and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange(s) shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the application details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in the Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

WHO CAN APPLY?

As per the existing RBI regulations, OCBs are not eligible to participate in this Issue. 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 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 to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

Each Applicants should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.

Subject to the above, an illustrative list of Applicants 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 Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs would be considered at par with those from individuals;
- 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) QIBs;
- e) Mutual Funds registered with SEBI;
- f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- g) 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);
- h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a

- foreign individual under the QIB Portion;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
 - j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional applicant's category;
 - k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
 - l) Foreign Venture Capital Investors registered with the SEBI;
 - m) 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;
 - n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
 - o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
 - p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
 - q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
 - r) 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;
 - s) Insurance funds set up and managed by army, navy or air force of the Union of India;
 - t) Multilateral and bilateral development financial institution;
 - u) Eligible QFIs;
 - v) Insurance funds set up and managed by army, navy or air force of the Union of India;
 - w) Insurance funds set up and managed by the Department of Posts, India;
 - x) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, in the Non-Institutional Category where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of Lead Manager and syndicate members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the Lead Manager or any associates of the Lead Manager, except Mutual Funds sponsored by entities which are associates of the Lead Manager or insurance companies promoted by entities which are associate of Lead Manager or AIFs sponsored by the entities which are associate of the Lead Manager or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the Lead Manager nor; (ii) any “person related to the Promoter and members of the Promoter Group” shall apply in the Issue under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a “person related to the Promoter and members of the Promoter Group”: (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.



Promoter and Promoter Group and any persons related to our Promoters and Promoter Group cannot participate in the Issue.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares Issued to the public.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

- No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any 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.

The Applications 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.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications, provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRIs ON REPATRIATION BASIS

ELIGIBLE NRIS APPLYING ON A REPATRIATION BASIS ARE ADVISED TO USE THE APPLICATION FORM MEANT FOR NON-RESIDENTS (BLUE IN COLOUR).

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants making application on a repatriation basis by using the Non-Resident Forms, should authorize



their SCBS to block their Non-Resident External (NRE) accounts, or Foreign Currency Non-Resident (FCNR) or ASBA Accounts.

Eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCBS to block their Non-Resident Ordinary (NRO) accounts for the full Application Amount, at the time of the submission of the Application Form.

Allotment of Equity Shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

APPLICATIONS BY ELIGIBLE FPIs INCLUDING FIIs ON REPATRIATION BASIS

FPIs INCLUDING FIIs WHO WISH TO PARTICIPATE IN THE ISSUE ARE ADVISED TO USE THE APPLICATION FORM FOR NON- RESIDENTS (BLUE IN COLOUR).

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of FEMA Act, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public Issuing and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - (a). A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - (b). Nothing contained in clause (a) shall apply to:
 - i. Any transactions in derivatives on a recognized stock exchange;
 - ii. Short selling transactions in accordance with the framework specified by the Board;
 - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iv. Any other transaction specified by the Board.
 - (c). No transaction on the stock exchange shall be carried forward;
 - (d). The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board;



Provided nothing contained in this clause shall apply to:

- i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. sale of securities in response to a letter of Issue sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. sale of securities in response to an Issue made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
 - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
 - v. divestment of securities in response to an Issue by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any Application for, or acquisition of, securities in response to an Issue for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - viii. Any other transaction specified by the Board.
- (e). A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of FEMA Act, can be held in non-dematerialized form, if such shares cannot be dematerialized.
- Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
 5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
 6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
 7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.
 8. No foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
 - (a). Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
 - (b). Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad-based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.
 9. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
 10. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
 11. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be



- deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
12. A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
 13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
 14. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
 15. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
 16. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
 17. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
 18. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital Funds) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. Further, the SEBI, AIF Regulations prescribes, among others, the investment restrictions on AIFs.

The holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Issue.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

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 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 Regulations shall continue to be regulated by the VCF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.



Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicants on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all such Applicants will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The “IRDA Investment Regulations”), are broadly set forth below:

- (a.) 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;
- (b.) 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
- (c.) 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 (a), (b) and (c) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

APPLICATION BY BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders in consultation with the LM, reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the “Banking Regulation Act”), and Master Direction –Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank’s own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank’s paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank’s interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A



banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non- financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Applications by banking companies should not exceed the investment limits prescribed for them under the applicable laws

APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS

In case of applications 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 attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY SCSBS

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason, therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- a.) With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b.) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c.) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.
- d.) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.



The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

INDICATIVE PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE

ASBA PROCESS

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA

Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

CHANNELS OF SUBMISSION OF APPLICATION FORMS

From July 1, 2019 in Phase II, RIIs shall use only Channel I, Channel II and Channel IV (as described below) for making applications in a public issue:

Category of Investor	Channel I	Channel II	Channel III	Channel IV
Retail Individual Investor (RII)	Investor may submit the Application Form with ASBA as the sole mechanism for making payment either physically (at the branch of the SCSB) or online.	Investor may submit the Application Form online using the facility of linked online trading, demat and bank account (3-in-1 type accounts) provided by Registered Brokers.	Not Applicable	RIIs may submit the Application Form with any of the Designated Intermediaries and use his/her UPI ID for the purpose of blocking of funds.
Non- Institutional Investor (NII) including Qualified Institutional Buyer (QIB)	For such applications the existing process of uploading the Application and blocking of funds in the RIIs account by the SCSB would continue.		Investor may submit the Application Form with any of the Designated Intermediaries, along with details of his/her ASBA Account for blocking of funds. For such applications the Designated Intermediary will upload the Application in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	Not Applicable

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Applications and shall not upload such Applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application into the electronic bidding system as a separate Application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until

withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be.

Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

PROCESS FLOW FOR APPLICATIONS IN PUBLIC ISSUE SUBMITTED BY RETAIL INDIVIDUAL INVESTOR

In addition to application to be submitted to SCSB, with whom the bank account to be blocked, is maintained, a RII would also have the option to submit application form with any of the intermediary and use his / her bank account linked UPI ID for the purpose of blocking of funds with effect from January 01, 2019.

The detailed process in this regard is as detailed hereunder:

Application and validation process

- (a). submission of the application with the intermediary, the RII would be required to have / create a UPI ID, with a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
- (b). RII will fill in the Application details in the application form along with his/ her bank account linked UPI ID and submit the application with any of the intermediary.
- (c). The intermediary upon receipt of form will upload the Application details along with UPI ID in the stock exchange bidding platform.
- (d). Once the Application has been entered in the bidding platform, the exchange will undertake validation of the PAN and Demat Account details of RII with the depository.
- (e). Depository will validate the aforesaid Application details on a real time basis and send response to stock exchange which would be shared by stock exchange with intermediary through its platform, for corrections, if any.
- (f). SMS from exchange to RII for applying: Once the Application details are uploaded on the stock exchange platform, the stock exchange shall send an SMS to the RII regarding submission of his / her application, daily at the end of day basis, during bidding period. For the last day of applying, the SMS may be sent out the next working day.

The Block Process

- (a). Post undertaking validation with depository, the stock exchange will, on a continuous basis, electronically share the Application details along with RIIs UPI ID, with the Sponsor Bank appointed by the issuer.
- (b). The Sponsor Bank will initiate a mandate request on the RII i.e., request the RII to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment. For all pending UPI Mandate Requests, the Sponsor Bank will initiate requests for blocking of funds in the ASBA Accounts of relevant investors with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/Issue Closing Date (“**Cut-Off Time**”). Accordingly, RIIs using the UPI Mechanism need to accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests after the Cut-Off Time will lapse.
- (c). The request raised by the Sponsor Bank, would be electronically received by the RII as a SMS / intimation on his / her mobile no. / Mobile app, associated with UPI ID linked bank account.
- (d). The RII would be able to view the amount to be blocked as per his / her application in such intimation. The RII would also be able to view an attachment wherein the IPO Application details submitted by RII will be visible. After reviewing the details properly, RII would be required to proceed to authorize the mandate. Such mandate raised by sponsor bank would be a one-time mandate for each application in the IPO.
- (e). Upon successful validation of block request by the RII, as above, the said information would be electronically received by the RIIs’ bank, where the funds, equivalent to application amount, would get blocked in RIIs account. Intimation regarding confirmation of such block of funds in RIIs account would also be received by the RII.
- (f). The information containing status of block request (e.g. – accepted / decline / pending) would also be shared with the Sponsor Bank, which in turn would be shared with stock exchange. The block request status would also be displayed on stock exchange platform for information of the intermediary.



- (g). The information received from Sponsor Bank, would be shared by stock exchange with RTA in the form of a file for the purpose of reconciliation.
- (h). RIIs would continue to have the option to modify or withdraw the Application till the closure of the Issue period. For each such modification of Application, RII will submit a revised Application and shall receive a mandate request from sponsor bank to be validated as per the process indicated above.

Post closure of the Issue, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

NUMBER OF APPLICATIONS PER BANK ACCOUNT

An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

HOW TO APPLY?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. 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 may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

MODE OF PAYMENT

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by applicant and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount.

However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors (except Anchor 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 and all related circulars issued thereafter, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.



On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

In case of applications made by using any of channels under UPI Payments Mechanism, post closure of the Issue, the stock exchange will share the Application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

The RTA, based on information of Applications and blocking received from stock exchange, would undertake reconciliation of the Applications data and block confirmation corresponding to the Applications by all investor category applications (with and without the use of UPI) and prepare the basis of allotment.

Upon approval of basis of allotment, RTA will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

Upon confirmation of receipt of funds in the public issue account, shares would be credited to the RII's account. RII will be notified for full/partial/no allotment. For partial allotment the remaining funds would be unblocked. For no allotment, mandate would be revoked and application amount would be unblocked for the RII.

UNBLOCKING OF ASBA ACCOUNT

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

In case of applications made by using any of channels under UPI Payments Mechanism, Registrar to the Issue will share the debit file with Sponsor bank (through Stock exchange) and SCSBs, as applicable, for credit of funds in the public issue account and unblocking of excess funds in the RIIs account. The Sponsor bank based on the mandate approved by the RII at the time of blocking of funds, will raise the debit / collect request from RIIs bank account, whereupon the funds will be transferred from RIIs account to public issue account and remaining funds, if any, will be unblocked without any manual intervention by RII or his / her bank.

However, the Application Amount may be unblocked in the ASBA Account or Bank Account link in UPI Mechanism prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application or Application made through UPI Mechanism, as the case may be.

MAXIMUM AND MINIMUM APPLICATION SIZE

The applications in this Issue, being a fixed price issue, will be categorized into two;

1. For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed ₹ 2,00,000.



2. For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net Issue category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, 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 Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application form 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 the Draft Prospectus.

RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

INFORMATION FOR THE APPLICANTS

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares Issued, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Regional newspaper.

SIGNING OF UNDERWRITING AGREEMENT



The issue is [●]% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on [●].

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of Companies Act, 2013.

INFORMATION FOR THE APPLICANTS

- a.) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b.) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload it on its website. On the basis of approved basis of allotment, the Issuer shall make necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 2 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date: On the Designated date, the SCSBs or Sponsor Bank shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue 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 2 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

INTEREST AND REFUNDS COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited ("BSE SME") where the Equity Shares are proposed to be listed are taken within 2 (Two) working days from Issue Closing Date or such period as may be prescribed by SEBI. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(Two) working days of the Issue Closing Date, would be ensured. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

GROUND FOR REFUND: -NON RECEIPT OF LISTING PERMISSION

An Issuer makes an Application to the Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Draft Prospectus. In case, our Company fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, our Company shall refund through verifiable means the entire monies received within two days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities. The Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall



transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary Applicants.

If any such money is not repaid within two days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the second day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten as per Regulation 260(1) of SEBI ICDR Regulation.

If the issuer does not receive the subscription of hundred per cent (100%) of the offer through Draft Prospectus on the date of closure of the issue including devolvement of underwriters, if any, or if the subscription level falls below hundred per cent (100%) after the closure of issue on account of withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchange for the securities so offered under the Draft Prospectus, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond Two (2) Working Days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent per annum (15% p.a.).

MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

MODE OF REFUND

Within 2 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Applications by RIIs applying through the UPI mechanism to the Sponsor Bank, to revoke the mandate and for unblocking the amount in ASBA Accounts of unsuccessful Applicants and also for any excess amount blocked on Applications.

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

LETTERS OF ALLOTMENT OR REFUND ORDERS OR INSTRUCTIONS TO THE SCSBS

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within Two Working Days from the Issue Closing Date. The Registrar shall instruct the Sponsor Bank or relevant SCSBs to, on the receipt of such instructions from the Registrar, revoke the mandate and for unblocking the amount in ASBA Accounts to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Applications within 2 Working Days of the Issue Closing Date.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:

The issuer shall allot securities Issued to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner within two days from the date of the closure of the issue. However, applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply as per the terms of the Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID, UPI ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Applicants in case of joint Applications, is included in the Application Forms;
- QIBs, Non-Institutional Applicants and the Retail Applicants should submit their Applications through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their Application by using UPI mechanism for payment.
- Ensure that the name(s) given in the 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 Applications, the Application Form should contain only the name of the First Applicants whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application;
- Ensure that you have funds equal to the Application Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Applications by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the 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;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Application under power of attorney or by limited companies, corporates, trust etc, relevant documents are submitted;
- Ensure that Application submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be



rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;

- Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Draft Prospectus ;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not make Application on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not make Application at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not make Application for Application Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Net Issue Size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Draft Prospectus ;
- Do not submit the General Index Register number instead of the PAN;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicants;
- Do not submit Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not make Application 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);
- Do not submit Application by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not



be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of BSE Limited i.e., www.bseindia.com.

Applicants may note that forms not filled completely or correctly as per instructions provided in this Draft Prospectus, the General Information Document which shall be made available on the website of the Stock Exchange, the Issuer and the LM, are liable to be rejected. Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below;



COMMON APPLICATION FORM	<h2 style="margin:0;">XYZ LIMITED - INITIAL PUBLIC ISSUE - R</h2> <p style="font-size: small; margin:0;">Registered Office: Tel. No.: Fax No.: Email: Website: Contact Person: CIN:</p>	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, NON INSTITUTIONAL INVESTORS, RETAIL INDIVIDUAL INVESTORS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
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LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	FIXED PRICE SME ISSUE ISIN : XXXXXXX	Application Form No.
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT	
		Mr. / Ms. 	
		Address 	
		Email 	
		Tel. No (with STD code) / Mobile 	
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		SCSB BRANCH STAMP & CODE	
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.	
2. PAN OF SOLE/FIRST APPLICANT			

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS	<input type="checkbox"/> NSDL	<input type="checkbox"/> CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")	5. CATEGORY
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ []/- per share ¹ <input type="checkbox"/> "Cut-Off" Price	<input type="checkbox"/> Retail Individual
(In Figures) (In Words) 	<input type="checkbox"/> Non-Institutional
ALLOTMENT WILL BE IN DEMAT MODE ONLY²	<input type="checkbox"/> QIB
<p><small>¹ Please note that applications must be made in minimum of [] shares and further multiples of [] shares accordingly. ² Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.</small></p>	

6. INVESTOR STATUS	
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> IND
<input type="checkbox"/> Non- Resident Indians (Non-Repatriation Basis)	<input type="checkbox"/> NRI
<input type="checkbox"/> Hindu Undivided Family*	<input type="checkbox"/> HUF
<input type="checkbox"/> Bodies Corporate	<input type="checkbox"/> CO
<input type="checkbox"/> Banks & Financial Institutions	<input type="checkbox"/> FI
<input type="checkbox"/> Mutual Funds	<input type="checkbox"/> MF
<input type="checkbox"/> National Investment Funds	<input type="checkbox"/> NIF
<input type="checkbox"/> Insurance Funds	<input type="checkbox"/> IF
<input type="checkbox"/> Insurance Companies	<input type="checkbox"/> IC
<input type="checkbox"/> Venture Capital Funds	<input type="checkbox"/> VCF
<input type="checkbox"/> Alternative Investment Funds	<input type="checkbox"/> AIF
<input type="checkbox"/> Others (Please Specify)	<input type="checkbox"/> OTH
<small>*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)</small>	

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) (₹ in words) 	
ASBA Bank A/c No. 	
Bank Name & Branch 	
OR	
UPI Id 	
<small>(Maximum 45 characters)</small>	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
Date:, 2019	1) 	
	2) 	
	3) 	

TEAR HERE

LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - R	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No.
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DPID / CLID		PAN of Sole/First Applicant	
Amount Blocked (₹ in figures)	ASBA Bank & Branch	Stamp & Signature of SCSB Branch	
ASBA Bank A/c No./UPI Id			
Received from Mr./Ms.			
Telephone / Mobile	Email		

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R		In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
	No. of Equity Shares				
	Amount Blocked (₹)				Acknowledgement Slip for Applicant
	ASBA Bank A/c No. / UPI Id:				
Bank & Branch:					
					Application Form No.

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.



COMMON APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Registered Office: Tel. No.: Fax No.: Email: Website: Contact Person: CIN:	FOR ELIGIBLE NRIs, FIIs/FPis, FVCI, ETC., APPLYING ON A REPATRIATION BASIS
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LOGO	TO, THE BOARD OF DIRECTORS XYZ LIMITED	FIXED PRICE SME ISSUE ISIN : XXXXXXXX	Application Form No.
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SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/CDP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT
		Mr. / Ms.
		Address
		Email
		Tel. No (with STD code) / Mobile
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	2. PAN OF SOLE/FIRST APPLICANT
		

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. INVESTOR STATUS
	<input type="checkbox"/> Non-Resident Indians - NRI (Repatriation basis) <input type="checkbox"/> Foreign Institutional Investor - FII/ <input type="checkbox"/> Foreign Portfolio Investor - FPI <input type="checkbox"/> Foreign Venture Capital Investor - FVCI <input type="checkbox"/> FII Sub Account Corporate / Individual - FIISA <input type="checkbox"/> Others - OTH (please specify)

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS (Only Retail Individual Investor can apply at "Cut-Off")	5. CATEGORY
No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share ¹ <input type="checkbox"/> "Cut-Off" Price	<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB
(In Figures) (In Words) 	
ALLOTMENT WILL BE IN DEMAT MODE ONLY²	

¹ Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly.
² Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.

7. PAYMENT DETAILS	PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) (₹ in words) 	
ASBA Bank A/c No. 	
Bank Name & Branch	
OR	
UPI Id 	
(Maximum 45 characters)	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	<div style="border: 1px solid black; width: 100px; height: 40px; margin: 0 auto;"></div>
Date:, 2019	1) 	
	2) 	
	3) 	

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LOGO	XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Application Form No.
DPID / CLID 			PAN of Sole/First Applicant
Amount Blocked (₹ in figures) 	ASBA Bank & Branch 	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>	
ASBA Bank A/c No./UPI Id 			
Received from Mr./Ms. 			
Telephone / Mobile 	Email 		

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XYZ LIMITED - INITIAL PUBLIC ISSUE - NR		In Figures	In Words	Stamp & Signature of SYNDICATE MEMBER / REGISTERED BROKER / SCSB / DP / RTA	Name of Sole / First Applicant
No. of Equity Shares					
Amount Blocked (₹)					
ASBA Bank A/c No. / UPI Id: 					
Bank & Branch: 					
					Acknowledgement Slip for Applicant
					Application Form No.

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

1. FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT:

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a.) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b.) **Joint Applicants:** In the case of Joint Applicants, the Application should be made in the name of the Applicant 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 Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

2. FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT:

- a.) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b.) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Application on behalf of the Central or State Government, Application by officials appointed by the courts and Application by Applicant residing in Sikkim ("PAN Exempted Applicant"). Consequently, all Applicants, other than the PAN Exempted Applicant, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Application by the Applicant whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- c.) The exemption for the PAN Exempted Applicant 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.
- d.) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e.) Applications by Applicant whose demat accounts have been "suspended for credit" are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

3. FIELD NUMBER 3: APPLICANT'S DEPOSITORY ACCOUNT DETAILS

- a.) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.
- b.) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- c.) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.
- d.) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4. FIELD NUMBER 4: APPLICATION OPTIONS



- a.) Since, this is the Fixed Price Issue and the Price has already been disclosed in the Draft Prospectus, the Applicants should make application at the Issue Price only. For the purpose of this Issue, the Price has been Determined as ₹ [●] per equity shares (including premium of ₹ [●] per equity share).
- b.) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can make application at the Cut-off Price indicating their agreement to apply for and purchase the Equity Shares at the Issue Price as determined in terms of Draft Prospectus. Making Application at the Cut-off Price is prohibited for QIBs and NIIs and such Applications from QIBs and NIIs may be rejected.
- c.) **Minimum Application Value and Application Lot:** For Application made by Retail Individual Investors, minimum application of [●] Equity Shares to ensure that the minimum Application value is not exceeding ₹ 2,00,000 and not less than ₹ 1,00,000. For Application made by QIBs and Non – Institutional Investors, minimum application of [●] Equity Shares and in multiples of [●] Equity Shares thereafter to ensure that the minimum Application value is exceeding ₹ 2,00,000.
- d.) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum application Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. Also, in case if the RII category is entitled to more than the allocated equity shares on proportionate basis, the RII category shall be allotted that higher percentage.

Maximum and Minimum Application Size

- e.) The Applicants may apply for the desired number of Equity Shares in multiple of [●] equity shares at Issue Price. Applications by Retail Individual Investors and Retail Individual Shareholders must be for [●] equity shares, so as to ensure that the Application Amount, payable by the Applicants does not exceed ₹ 2,00,000. In case the Application Amount exceeds ₹ 2,00,000 due to revision of the Application or any other reason, the Application may be considered for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. For NRIs, Application Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and Application Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- f.) Application by QIBs and NIIs must be for [●] equity shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter, as may be disclosed in the Application Form and the Draft Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to make application at Cut off Price.
- g.) RII may revise or withdraw their application until Issue Closing Date. QIBs and NII's cannot withdraw or lower their Application (in terms of quantity of Equity Shares or the Application Amount) at any stage after making application and are required to pay the Application Amount upon submission of the Application.
- h.) In case the Application Amount reduces to ₹ 2,00,000 or less due to a revision of the Price, Application by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- i.) An application cannot be submitted for more than the net issue size.
- j.) The maximum application by any applicant including QIB applicant should not exceed the investment limits prescribed for them under the applicable laws.

Multiple Applications

- k.) Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Application Forms bearing the same application number shall be treated as multiple Applications and are liable to be rejected.
- l.) Applicants are requested to note the following procedures that may be followed by the Registrar to the Issue to detect multiple Applications:
 - i. All Applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN may be treated as multiple Application by Applicants and may be rejected.
 - ii. For Application from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Application on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID.



Such Applications which have the same DP ID and Client ID may be treated as multiple applications and are liable to be rejected.

m.) The following Applications may not be treated as multiple Applications:

- i. Applications by Reserved Categories making application in their respective Reservation Portion as well as application made by them in the Issue portion in public category.
- ii. Separate Applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

5. FIELD NUMBER 5: CATEGORY OF APPLICANTS

- a.) The categories of Applicants are identified as per the SEBI (ICDR) Regulations, 2018 for the purpose of Applications, allocation and allotment in the Issue are RIIs, NIIs and QIBs.
- b.) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI (ICDR) Regulations, 2018. For details of any reservations made in the Issue, Applicants may refer to the Draft Prospectus.
- c.) The SEBI (ICDR) Regulations, 2018, specify the allocation or allotment that may be made to various categories of Application in an issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form.
- d.) For Issue specific details in relation to allocation, Applicants may refer to the Draft Prospectus.

6. FIELD NUMBER 6: INVESTOR STATUS

- a.) Each Applicants should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue follows the investment restrictions under applicable law.
- b.) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Draft Prospectus for more details.
- c.) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d.) Applicants should ensure that their investor status is updated in the Depository records.

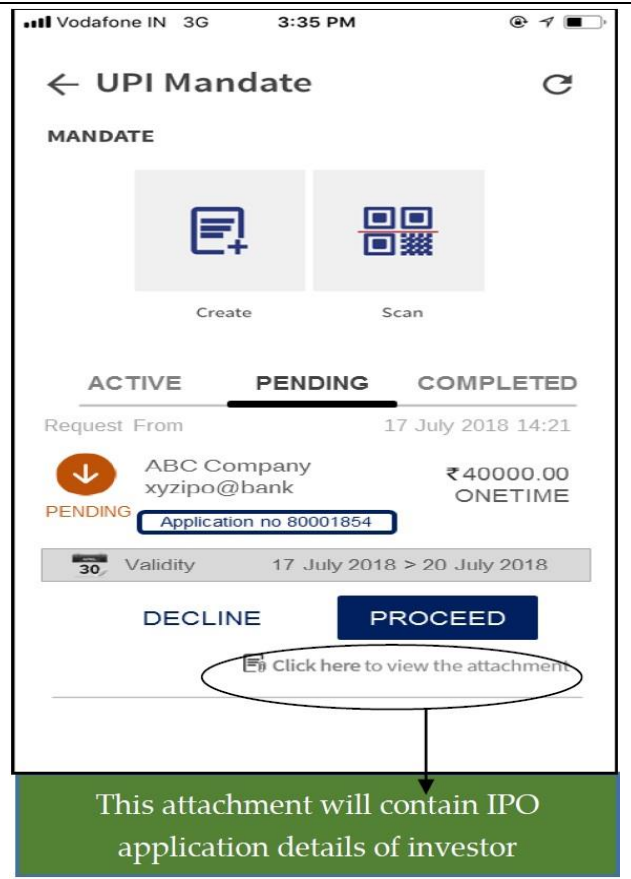
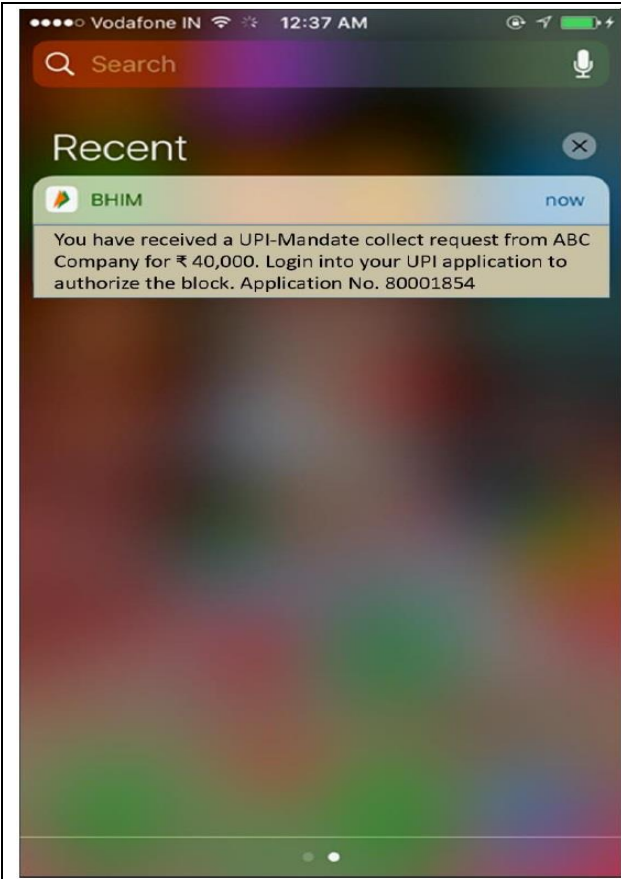
7. FIELD NUMBER 7: PAYMENT DETAILS

- a.) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- b.) The full Application Amount shall be blocked based on the authorization provided in the Application Form.
- c.) RIIs who make application at Cut-off price shall be blocked on the Cap Price.
- d.) All Applicants (other than Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- e.) RIIs submitting their applications through Designated Intermediaries can participate in the Issue through the UPI mechanism, through their UPI ID linked with their bank account.
- f.) Application Amount cannot be paid in cash, cheque, and demand draft, through money order or through postal order.

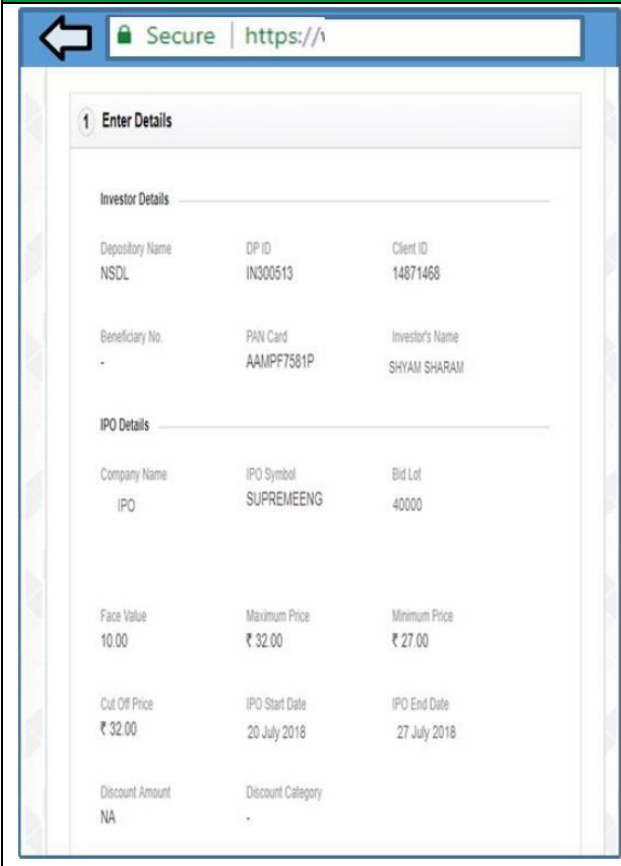


Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:

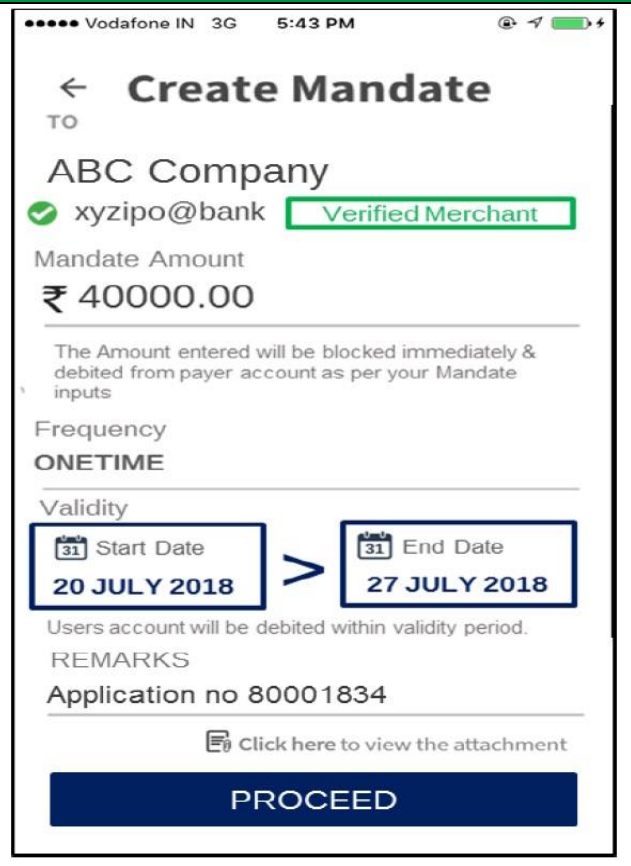
ILLUSTRATIVE SMS	BLOCK REQUEST SMS TO INVESTOR
<p>The screenshot shows a text message from 'EX-OOEXCHANGE'. The message text is: "Dear Customer, Your IPO Application No. 80001854 for 'X' no. of shares of ABC Company has been Bid. You will receive a UPI-Mandate collect request for blocking of funds."</p>	<p>The screenshot shows a text message from 'PP-00PAYERPSP'. The message text is: "You have received a UPI-Mandate collect request from ABC Company for ₹ 40,000. Login into your UPI application to authorize the block. Application No. 80001854"</p>
<p>BLOCK REQUEST INTIMATION THROUGH UPI APPLICATION</p>	<p>BLOCK REQUEST SMS TO INVESTOR</p>



SAMPLE OF IPO DETAILS IN ATTACHMENT

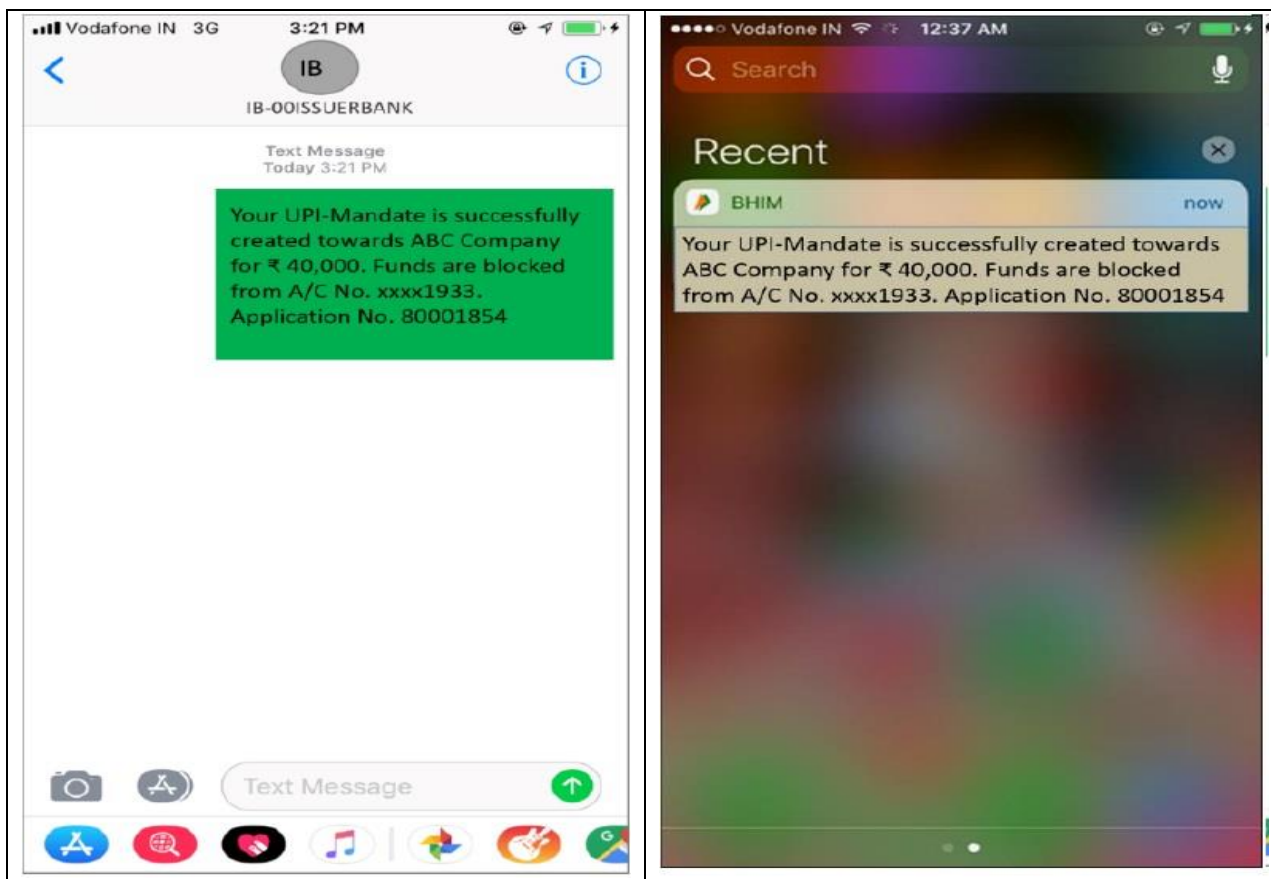


POST VERIFICATION OF DETAILS ABOVE





PRE-CONFIRMATION PAGE	ENTERING OF UPI PIN
<p>Please check the below details as the amount will be blocked for the validity period and will be debited as per the mandate inputs. In case of non-execution of the Mandate, the amount will be unblocked</p> <p>Mandate Details</p> <p>To ABC Company xyzipo@bank</p> <p>AMOUNT ₹ 0000.00</p> <p>FREQUENCY ONETIME</p> <p>VALIDITY 20 JULY 2018 to 27 JULY 2018</p> <p>REMARKS Application no 80001854</p> <p>CANCEL CONFIRM</p>	<p>CANCEL</p> <p>STATE BANK OF INDIA</p> <p>ABC Company ₹ 40000</p> <p>ENTER UPI PIN</p> <p>1 2 3</p> <p>4 5 6</p> <p>7 8 9</p> <p>X 0 SUBMIT</p>
CONFIRMATION PAGE	APPROVED MANDATES VISIBLE IN UPI APPLICATION
<p>Mandate Approved</p> <p>UPI ID: xyzipo@bank Amount: Rs 40000.00 Frequency: ONETIME UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi Validity: 20th July 2018 to 27th July 2018</p> <p>VIEW DETAILS HOME</p>	<p>Active Mandate</p> <p>Received From 18 July 2018 14:21</p> <p>ABC Company ₹ 40000.00 xyzipo@bank ONETIME</p> <p>ACTIVE Application No 80001834</p> <p>MANDATE DETAILS</p> <p>START DATE: 20 July 2018 END DATE: 27 July 2018 FREQUENCY: One Time UMN: 5473tsfeh735489jsbyw457isntea59jdkn@upi REMARKS: Application No 80001834</p>
BLOCK CONFIRMATION SMS TO INVESTOR	BLOCK CONFIRMATION APPLICATION INTIMATION



- a.) QIB and NII Applicants may submit the Application Form either;
 - i. to SCSB in physical or electronic mode through the internet banking facility Issued by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form, or
 - ii. in physical mode to any Designated Intermediary.
- b.) Applicants must specify the Bank Account number, or the UPI ID, as applicable, in the Application Form. The Application Form submitted by Applicants and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.
- c.) Applicants should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.
- d.) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.
- e.) Applicants should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centers, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.
- f.) **Applicants making application through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- g.) **Applicants making application directly through the SCSBs** should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- h.) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.



- i.) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and for application directly submitted to SCSB by investor, may enter each application details into the electronic bidding system as a separate application.
- j.) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Application on the Stock Exchange platform and such Applications are liable to be rejected.
- k.) Upon submission of a completed Application Form each Applicants (not being a RII who has opted for the UPI payment mechanism and provided a UPI ID with the Application Form) may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Application Amount for RIIs who have provided a UPI ID with the Application Form, please refer to graphical illustrative process of the investor receiving and approving the UPI mandate request provided in clause (a).
- l.) The Application Amount may remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- m.) SCSBs making application in the Issue must apply through an Account maintained with any other SCSB; else their applications are liable to be rejected.

8. FIELD NUMBER 8: UNBLOCKING OF ASBA ACCOUNT

- a.) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant ASBA Account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Application, if any, along with reasons for rejection and details of withdrawn or unsuccessful Application, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.
- b.) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Applicants to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c.) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Application Amount in the Relevant Account within four Working Days of the Issue Closing Date.

Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism

- d.) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/her bank account where the funds equivalent to the application amount is available.
- e.) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- f.) RIIs shall mention his / her UPI ID along with the application details in the Application Form in capital letters and submit the Application Form to any of the Designated Intermediaries.
- g.) The Designated Intermediary upon receipt of the Application Form will upload the application details along with UPI ID in the stock exchange bidding platform.

- h.) Once the application has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.
- i.) Once the application details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the application details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.
- j.) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.
- k.) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the application are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire application Amount and authorized the Sponsor Bank to block the application Amount mentioned in the Application Form and Subsequent debit in case of allotment.
- l.) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.
- m.) RIIs may continue to modify or withdraw the application till the closure of the Issue Period. For each modification of the application, the RII will submit a revised application and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.
- n.) RIIs to check the correctness of the details on the mandate received before approving the Mandate Request.
- o.) Post closure of the Issue, the stock exchange will share the application details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

Discount: NOT APPLICABLE

Additional Payment Instruction for NRIs

The Non-Resident Indians who intend to block funds through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

9. FIELD NUMBER 9: SIGNATURES AND OTHER AUTHORISATIONS

- a.) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b.) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- c.) Applicants must note that Application Form without signature of Applicants and /or ASBA Account holder is liable to be rejected.



10. FIELD NUMBER 10: ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- a.) Applicant should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediary or SCSB, as applicable, for submission of the Application Form.
- b.) All communications in connection with Application made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, the Applicant should contact the Registrar to the Issue.
 - ii. In case of ASBA Application submitted to the Designated Branches of the SCSBs, the Applicant should contact the relevant Designated Branch of the SCSB.
 - iii. Applicants may contact the Company Secretary and Compliance Officer or Lead Manager in case of any other complaints in relation to the Issue.
 - iv. In case of queries relating to uploading of Application by a Syndicate Member, the Applicant should contact the relevant Syndicate Member.
 - v. In case of queries relating to uploading of Application by a Registered Broker, the Applicant should contact the relevant Registered Broker
 - vi. In case of Application submitted to the RTA, the Applicant should contact the relevant RTA.
 - vii. In case of Application submitted to the DP, the Applicant should contact the relevant DP.
 - viii. In case of queries relating to uploading of Application through the UPI Mechanism, the Applicant should contact the Sponsor Bank;
- c.) The following details (as applicable) should be quoted while making any queries –
 - i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on Application.
 - ii. name and address of the Designated Intermediary, where the Application was submitted; or
 - iii. Applications, ASBA Account number or the UPI ID (for RIIs who make the payment of Application Amount through the UPI mechanism) linked to the ASBA Account where the Application Amount was blocked in which the amount equivalent to the Application Amount was blocked.
 - iv. For further details, Applicants may refer to the Draft Prospectus and the Application Form.

A. INSTRUCTIONS FOR FILLING THE REVISION FORM

- a.) During the Issue Period, any Applicants (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b.) RII may revise / withdraw their application till closure of the Issue period.
- c.) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d.) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had made the original Application. It is clarified that RIIs whose original Application is made using the UPI mechanism, can make revision(s) to their application using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Applicants are advised to retain copies of the blank Revision Form and the Application(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:



11. FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 1, 2 and 3 above under the heading “Instructions for Filling the Application Form”.

12. FIELDS 4 AND 5: APPLICATION OPTIONS REVISION ‘FROM’ AND ‘TO’

- a.) Apart from mentioning the revised number of shares in the Revision Form, the Applicants must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form. For example, if Applicant has applied for [●] equity shares in the Application Form and such applicant is changing number of shares applied for in the Revision Form, the applicant must fill the details of [●] equity shares, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Form.
- b.) In case of revision, applicants’ options should be provided by applicants in the same order as provided in the Application Form.
- c.) In case of revision of Applicants by Retail Individual Investors and Retail Individual Shareholders, such Applicants should ensure that the Application Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Application Amount exceeds ₹ 200,000 due to revision of the Application or for any other reason, the Application may be considered, subject to eligibility, for allocation under the Non-Institutional Category or if it is at the Cut-off Price, then such Application may be rejected. The Cut-off Price option is given only to the Retail Individual Investors and Retail Individual Shareholders indicating their agreement to apply for and purchase the Equity Shares at the Issue Price.
- d.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application will be considered for allocation under the Non-Institutional Category in terms of the Draft Prospectus. If, however, the RII does not either revise the Application or make additional payment and the Issue Price is higher than the price disclosed in the Draft Prospectus, the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised application at Cut-off Price.
- e.) In case of a downward revision in the Price, RIIs who have applied at the Cut-off Price could either revise their application or the excess amount paid at the time of application may be unblocked in case of applicants.

13. PAYMENT DETAILS

- a.) All Applicants are required to make payment of the full Application Amount along with the Application Revision Form.
- b.) Applicant may Issue instructions to block the revised amount based on the revised Price in the ASBA Account of the UPI Linked Bank Account, to the same Designated Intermediary through whom such applicant had placed the original application to enable the relevant SCSB to block the additional Application Amount, if any.
- c.) In case the total amount (i.e., original Application Amount plus additional payment) exceeds ₹ 200,000, the Application may be considered for allocation under the Non-Institutional Category in terms of the Draft Prospectus. If, however, the Applicant does not either revise the application or make additional payment and the Price is higher than Issue price disclosed in the Draft Prospectus prior to the revision, the number of Equity Shares applied for may be adjusted downwards for the purpose of Allotment, such that additional amount is required blocked and the applicant is deemed to have approved such revised application at the Cut-off Price.
- d.) In case of a downward revision in the Price, RIIs and Retail Individual Shareholders, who have applied at the Cut-off Price, could either revise their application or the excess amount paid at the time of application may be unblocked.

14. FIELD NUMBER 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 9 above under the heading “Instructions for Filling the Application Form” for this purpose.

APPLICANT’S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details or UPI ID in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.



Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code, occupation (hereinafter referred to as 'Demographic Details') or UPI ID (in case of Retail Individual Investors). These Bank Account or UPI ID details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

MULTIPLE APPLICATIONS

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.



In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of “know your client” norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application or Application through UPI Mechanism either in physical or electronic mode, an Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. An investor making application using any of channels under UPI Payments Mechanism, shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUND FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and not firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;



- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Prospectus and as per the instructions in the Draft Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations for "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account, UPI ID and/or Depositories Account;
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Application Form;
- Submission of Application Form(s) using third party ASBA Bank Account;
- Submission of more than one Application Form per UPI ID by RIIs applying through Designated Intermediaries;
- In case of Applications by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Application Form is linked to a third-party bank account;
- The UPI Mandate is not approved by Retail Individual Investor; and
- The original Application is made using the UPI mechanism and revision(s) to the Application is made using ASBA either physically or online through the SCSB, and *vice versa*.

ISSUANCE OF A CONFIRMATION OF ALLOCATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.



DESIGNATED DATE AND ALLOTMENT

- a) Our Company will ensure that the Allotment and credit to the successful Applicants' depository account will be completed within two Working Days, or such period as may be prescribed by SEBI, of the Issue Closing Date or such other period as may be prescribed.
- b) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
- c) Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated October 9, 2024 with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated October 9, 2024 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE17FV01018

- a) An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b) The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c) Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d) Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e) If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f) The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g) It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h) The trading of the Equity Shares of our Company would be only in dematerialized form.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;

<p>To, Mr. Sohitekumar Dineshchandra Mehta C/o. United Techfab Limited CIN: U17120GJ2012PLC069888 Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad-382425, Gujarat, India Telephone No.: +91 9879228031</p>	<p>To, The Registrar to the Issue KFIN Technologies Limited SEBI Registration No.: INR000000221 Address: Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad- 500032, Telanagana Telephone: +91 40 6716 2222</p>
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Web site: www.unitedtechfab.com E-Mail: cs@unitedtechfab.com	Email: utl.ipo@kfintech.com Investor grievance e-mail: einward.ris@kfintech.com Website: www.kfintech.com Contact Person: M Murali Krishna CIN: L72400TG2017PLC117649
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DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall make best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE Limited (“BSE SME”) where the Equity Shares are proposed to be listed are taken within 2 (two) working days of closure of the issue.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) **Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) **makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) **Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.**

Section 447 of the Companies Act, 2013, is reproduced as below:

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE SME (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted [●] equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares.



5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:
 - (a). minimum fifty per cent. to retail individual investors; and
 - (b). remaining to:
 - i) individual applicants other than retail individual investors; and
 - ii) other investors including corporate bodies or institutions, irrespective of the number of Equity Shares applied for;

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

Explanation: If the retail individual investor category is entitled to more than fifty per cent of the net issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “*Basis of Allotment*”.

“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 the SME Platform of BSE Limited (“BSE SME”).

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified in chapter titled as “*General Information*” beginning from Page no. 57 shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of BSE Limited (“BSE SME”) – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

NAMES OF ENTITIES RESPONSIBLE FOR FINALISING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Designated Stock Exchange, along with the LM and the Registrar to the Issue, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

METHOD OF ALLOTMENT AS MAY BE PRESCRIBED BY SEBI FROM TIME TO TIME

Our Company will not make any Allotment in excess of the Equity Shares through the Offer Document except in case of over-subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over-subscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Applicants shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Applicants shall not be less than the minimum Application lot, subject to the availability of shares in Retail Individual Applicants portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis.



UNDERTAKING BY OUR COMPANY

Our Company undertakes the following:

- 1) If our Company does not proceed with the Issue after the Issue Closing Date but before allotment, then the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) That the complaints received in respect of the Issue shall be attended to by the Company expeditiously and satisfactorily;
- 3) That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date or such other period as may be prescribed;
- 4) If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within the time prescribed under applicable law or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15.00% per annum for the delayed period;
- 5) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;
- 6) That the Promoters' contribution in full, if applicable, shall be brought in advance before the Issue opens for subscription
- 7) That funds required for making refunds to unsuccessful applicants as per mode(s) disclosed shall be made available to the Registrar to the Issue by the Company;
- 8) No further Issue of Equity Shares shall be made until the Equity Shares Issued through the Prospectus are listed or until the Application monies are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;
- 9) That if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh Offer document with the SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;
- 11) That the allotment of securities/refund confirmation to Eligible NRIs shall be dispatched within specified time;
- 12) That adequate arrangements shall be made to collect all Application Forms from Applicants; and
- 13) That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges.

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
- 4) Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;

Our Company shall not have recourse to utilize the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.



RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy and FEMA has been entrusted to the concerned ministries / departments.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India (“**DPIIT**”) issued the Consolidated FDI Policy, which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. Under the current FDI Policy, 100% foreign direct investment is permitted in the manufacturing sector in respect of food products manufactured and/or produced in India, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investor**”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Each Applicant should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Applicant shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

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 Draft 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.

For further details, see “*Issue Procedure*” beginning on page 240 of this Draft Prospectus.



SECTION XIII
DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION
OF THE COMPANY

The Companies Act, 2013
Company Limited by Shares
Articles of association
of
United Techfab Limited

CONSTITUTION OF THE COMPANY

1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

INTERPRETATION CLAUSE

2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:
 - a) 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.'
 - b) 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
 - c) 'The Company' or 'This Company' means UNITED TECHFAB LIMITED
 - d) 'Directors' means the Directors for the time being of the Company.
 - e) 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.
 - f) 'Members' means members of the Company holding a share or shares of any class.
 - g) 'Month' shall mean a calendar month.
 - h) 'Paid-up' shall include 'credited as fully paid-up'.
 - i) 'Person' shall include any corporation as well as individual.
 - j) 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.
 - k) 'Section' or 'Sec.' means Section of the Act.
 - l) Words importing the masculine gender shall include the feminine gender.
 - m) Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.
 - n) 'Special Resolution' means special resolution as defined by Section 114 in the Act.
 - o) 'The Office' means the Registered Office for the time being of the Company.
 - p) 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.
 - q) 'Proxy' includes Attorney duly constituted under a Power of Attorney.
3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, guarantee, the provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.
4. The Authorized Share Capital of the Company shall be as prescribed in Clause 5 of the Memorandum of Association of the Company.



5. Subject to the 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 allot the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.
7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:
- I.**
- (a) Such further shares shall be offered to the persons who, at the date of the offer, are holder of the equity shares of the Company in proportion, as nearly as circumstances admit, to the capital paid up on those shares at that date.
- (b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
- (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.
- (d) After the expiry of the time specified in the notice aforesaid, or in respect 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 as it thinks most beneficial to the Company.
- II.** The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.
- III.** Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:
- (a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and
- (b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.



8. (1) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.

(2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

9. Issue of further shares with disproportionate rights

Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.

10. Not to issue shares with disproportionate rights

The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

11. Power to pay commission

The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

12. Liability of joint holders of shares

The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

13. Trust not recognised

Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognised any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

14. Issue other than for cash

- a) The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.
- b) As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

15. Acceptance of shares

An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or



otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

16. Member' right to share Certificates

1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:
 - a. One certificate for all his shares; or
 - b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.
2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.
3. Every certificate shall be under the signature of two Directors and the Company Secretary of the Company and shall specify the shares to which it relates and the amount paid-up thereon.
4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the signature of two Directors and the Company Secretary of the Company or authorized official(s) of the Company.

17. One Certificate for joint holders

In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

18. Renewal of Certificate

If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.

For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

19. Splitting and consolidation of Share Certificate

The shares of the Company will be split up/consolidated in the following circumstances:

- (i) At the request of the member/s for split up of shares in marketable lot.
- (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

20. Directors may issue new Certificate(s)

Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

21. Person by whom installments are payable



If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

LIEN

22. Company's lien on shares

The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

23. As to enforcing lien by sale

For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death or insolvency of the register holder.

24. Authority to transfer

- a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.
- b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

25. Application of proceeds of sale

The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

CALLS ON SHARES

26. Calls

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

27. When call deemed to have been made

A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

28. Length of Notice of call

Not less than thirty day's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

**29. Sum payable in fixed installments to be deemed calls**

If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by installments at fixed time, whether on account of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or installment accordingly.

30. When interest on call or installment payable

If the sum payable in respect of any call or, installment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the installment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.

31. Sums payable at fixed times to be treated as calls

The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

32. Payment of call in advance

The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

33. Partial payment not to preclude forfeiture

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency granted by the Company in respect of the payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein after provided.

FORFEITURE OF SHARES**34. If call or installment not paid, notice may be given**

If a member fails to pay any call or installment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or installment remains unpaid serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

35. Evidence action by Company against shareholders

On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any 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 matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

36. Form of Notice

The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

37. If notice not complied with, shares may be forfeited

If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

38. Notice after forfeiture

When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

39. Boards' right to dispose of forfeited shares or cancellation of forfeiture

A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

40. Liability after forfeiture

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

41. Effect of forfeiture

The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

42. Evidence of forfeiture

A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

43. Non-payment of sums payable at fixed times



The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

44. Validity of such sales

Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register 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.

TRANSFER AND TRANSMISSION OF SHARES

45. Transfer

- a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
- b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.

- c. An application for the registration of the transfer of any share or shares may be made either by the transferor or the transferee, provided that where such application is made by the transferor, no registration shall, in the case of partly paid shares, be effected unless the Company gives notice of the application to the transferee. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
- d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.
- e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

46. Form of transfer

Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

47. Board's right to refuse to register

The Board, may, at its absolute discretion and without assigning any reason, decline to register;

1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or
2. Any transfer or transmission of shares on which the Company has a lien
 - a. Provided that registration of any transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.



b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.

c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.

d. The provisions of this clause shall apply to transfers of stock also.

48. Further right of Board of Directors to refuse to register

a. The Board may, at its discretion, decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.

b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.

c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.

d. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:

i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.

ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.

iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.

iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.

v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.

Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100).

49. Rights to shares on death of a member for transmission

a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.

b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.



Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

50. Rights and liabilities of person

1. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either
 - a. to be registered himself as a holder of the share or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
2. The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

51. Notice by such a person of his election

- a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.

52. No transfer to infant, etc.

No transfer shall be made to an infant or a person of unsound mind.

53. Endorsement of transfer and issue of certificate

Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

54. Custody of transfer

The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

55. Register of members

- a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

Closure of Register of members

- b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

When instruments of transfer to be retained



- c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

Company's right to register transfer by apparent legal owner

57. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound by or required to regard or attend to 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 the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL

Alteration and consolidation, sub-division and cancellation of shares

58. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:
1. increase its share capital by such amount as it thinks expedient by issuing new shares;
 2. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 3. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;
 4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on 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 shares from which the reduced share is derived.
 5. (a). Cancel shares which, at the date of 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.
(b). The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.
 6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

Reduction of capital, etc. by Company

59. The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:
- a. its share capital;
 - b. any capital redemption reserve account; or
 - c. any share premium account.

SURRENDER OF SHARES

Surrender of shares

60. The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.



MODIFICATION OF RIGHTS

Power of modify shares

61. The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

SET OFF OF MONEY DUE TO SHAREHOLDERS

Set-off of moneys due to shareholders

62. Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

CONVERSION OF SHARES INTO STOCK

Conversion of shares

63. The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

Transfer of stock

64. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Right of stockholders

65. The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its 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.

Applicability of regulations to stock and stockholders

66. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

67. DEMATERIALISATION OF SECURITIES

a) Definitions

For the purpose of this Article:

‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository;

‘SEBI’ means the Securities and Exchange Board of India;

‘Depository’ means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

‘Security’ means such security as may be specified by SEBI from time to time.

b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.



c) Options for investors

Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person, who is the beneficial owner of the securities, can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 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 and 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 security on behalf of the beneficial owner.
- ii.** Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.
- iii.** Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

f) Service of documents

Notwithstanding anything 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.

g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

GENERAL MEETINGS

68. Annual General Meeting

The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

69. Extraordinary General Meeting

1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

Right to summon Extraordinary General Meeting

2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

70. Extraordinary Meeting by requisition

a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.

b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.

c. The requisition may consist of several documents in like forms, each signed by one or more requisitionists.

d. The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.

e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

71. Length of notice for calling meeting

A General Meeting of the Company may be called by giving not less than twenty one days notice in writing, provided that a General Meeting may be called after giving shorter notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid-up share capital which gives the right to vote on the matters to be considered at the meeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

72. Accidental omission to give notice not to invalidate meeting

The accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

73. Special business and statement to be annexed

All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the

meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

74. Quorum

The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of members upto 1000: 5 members personally present

Number of members 1000-5000: 15 members personally present

Number of members more than 5000: 30 members personally present

75. If quorum not present, when meeting to be dissolved and when to be adjourned

If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

76. Chairman of General Meeting

The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

77. When Chairman is absent

If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

78. Adjournment of meeting

The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

79. Questions at General Meeting how decided

At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is



so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

80. Casting vote

In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

81. Taking of poll

If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

82. In what cases poll taken without adjournment

A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

83. Votes

a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.

b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.

c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

84. Business may proceed notwithstanding demand for poll

A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

85. Joint holders

In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

86. Member of unsound mind



A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.

87. No member entitled to vote while call due to Company

No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

88. Proxies permitted on polls

On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

89. Instrument of proxy

a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the signature of two Directors and the Company Secretary of the Company or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.

b. A body corporate (whether a company within the meaning of this Act or not) may:

1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;

2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.

c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

90. Instrument of proxy to be deposited at the office

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

91. Validity of vote by proxy

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

92. Form of proxy

Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

DIRECTORS

93. Number of Directors

Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.

a)) First Directors

- i. Mr. Nirmal Mangalchand Mittal
- ii. Mr. Kamalkishore Hada
- iii. Mr. Gagan Nirmal Mittal
- iv. Mr. Ritesh Kamalkishore Hada

b) Same individual may be appointed as Chairperson and Managing Director / Chief Executive Officer

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive of the Company.

94. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

Qualification of Directors

95. Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

Director's remuneration

96. a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.
- b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.
- c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.
- d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.



Directors may act notwithstanding vacancy

97. The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 121 below:

Chairman of the Board

98. The Board may from time to time appoint any Director to be the Chairman of the Board. The Chairman of the Board shall be subject to the same provisions as to resignation and removal as the other Directors, and he ipso facto, and immediately ceases to be the Chairman if he ceases to hold the office of Director for any cause.

Casual vacancy

99. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

VACATION OF OFFICE BY DIRECTORS

Vacation of office by Directors

100. The office of a Director shall be vacated if:
1. he is found to be unsound mind by a Court of competent jurisdiction;
 2. he applies to be adjudicated as an insolvent;
 3. he is an undischarged insolvent;
 4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;
 5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call;
 6. an order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.
 7. he has not complied with Subsection (3) of Section 152
 8. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.
 9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;
 10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.
 11. he becomes disqualified by an order of a court or the Tribunal
 12. he is removed in pursuance of the provisions of the Act,
 13. having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;
- notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:
1. for thirty days from the date of the adjudication, sentence or order;
 2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or



3. where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

Alternate Directors

101. (a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause “the Original Director” during his absence for a period of not less than 3 months from India.
- (b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

Independent Directors

- (c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.
- (ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall not be liable to retire by rotation.

Women Director

- (d) The Directors shall appoint at least one women director as per the requirements of section 149 of the Act.

Key Managerial Personnel

- (e) Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- (iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

Additional Directors

102. The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting of the Company.

Proportion of retirement by rotation

- a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

Debenture

103. Any trust deed for securing debentures or debenture-stocks may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions



as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any other provisions herein contained.

Corporation/Nominee Director

104. a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company the any finance corporation or credit corporation or body, (herein after in this Article referred to as “The Corporation”) out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or installments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (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 so appointed, any person or persons in his or their place(s).

b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation 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 power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/s.

The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

c. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

Disclosure of interest of Directors

105. a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the



fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

- b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

Rights of Directors

106. Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

Directors to comply with Section 184

107. Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

Directors power of contract with Company

108. Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

ROTATION OF DIRECTORS

Rotation and retirement of Directors

109. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

Retiring Directors eligible for re-election

110. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

Which Directors to retire

111. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

Retiring Directors to remain in office till successors are appointed

112. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

**Power of General Meeting to increase or reduce number of Directors**

113. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

Power to remove Directors by ordinary resolution

114. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

Rights of persons other than retiring Directors to stand for Directorships

115. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of the Director, or the intention of such member to propose him as a candidate for that office, as the case may be “along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time which shall be refunded to such person or as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution”.

Register of Directors and KMP and their shareholding

116. The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

Business to be carried on

117. The business of the Company shall be carried on by the Board of Directors.

Meeting of the Board

118. The Board may meet for the dispatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

Director may summon meeting

119. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

Question how decided

120. a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.



- b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

Right of continuing Directors when there is no quorum

121. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number if reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

Quorum

122. The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that onethird being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

Election of Chairman to the Board

123. If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

Chairman Emeritus

- 123 A.
- (1) The Board shall be entitled to appoint any person who has rendered significant or distinguished services to the Company or to the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company.
 - (2) The Chairman Emeritus shall hold office until he resigns his office or a special resolution to that effect is passed by the members in a general meeting.
 - (3) The Chairman Emeritus may attend any meetings of the Board or Committee thereof but shall not have any right to vote and shall not be deemed to be a party to any decision of the Board or Committee thereof.
 - (4) The Chairman Emeritus shall not be deemed to be a director for any purposes of the Act or any other statute or rules made there under or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.
 - (5) The Board may decide to make any payment in any manner for any services rendered by the Chairman Emeritus to the Company.
 - (6) If at any time the Chairman Emeritus is appointed as a Director of the Company, he may, at his discretion, retain the title of the Chairman Emeritus.”

Power to appoint Committees and to delegate

124. a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

**Delegation of powers**

b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.

c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

Proceedings of Committee

125. The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last proceeding Article.

Election of Chairman of the Committee

126. a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

Question how determined

127. a. A Committee may meet and adjourn as it thinks proper.

b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

Acts done by Board or Committee valid, notwithstanding defective appointment, etc.

128. All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

Resolution by circulation

129. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

POWERS AND DUTIES OF DIRECTORS**General powers of Company vested in Directors**

130. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

**Attorney of the Company**

131. The Board may appoint at any time and from time to time by a power of attorney under the signature of two Directors and the Company Secretary of the Company, any person to be the Attorney 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 Articles 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 members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

Power to authorise subdelegation

132. The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

Directors' duty to comply with the provisions of the Act

133. The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

Special power of Directors

134. In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

To acquire and dispose of property and rights

135. a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

To pay for property in debentures, etc.

- b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid-up or with such amount credited as paid-up, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To secure contracts by mortgages

- c. To secure the fulfillment of any contracts or agreements 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 other manner as they think fit.

To appoint officers, etc.

- d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks 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 powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.

- e. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

To refer to arbitration

- f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

To give receipt

- g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

To act in matters of bankrupts and insolvents

- h. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

To give security by way of indemnity

- i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

To give commission

- j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

To make contracts etc.

- k. 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 consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

To make bye-laws

- l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

To set aside profits for provided fund

- m. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

To make and alter rules

- n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

- o. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

Managing Director

136. a. Subject to the provisions of Section 196, 197, 2(94), 203 of the Act, the following provisions shall apply:
 b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.



- c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.
- d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.
- e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.
- f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 135 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

Whole-time Director

- 137. 1.** Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Whole time Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.
- 2.** A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

Secretary

- 138.** The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.

Powers as to commencement of business

- 139.** Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company, may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

Delegation of power

- 140.** Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

BORROWING

Borrowing Powers

141. a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security. Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.

Assignment of debentures

142. Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

Terms of debenture issue

143. a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
- b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.



- c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called “Debenture Director”. The words “Mortgage” or “Debenture Director” shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.
- d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.
- e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

Charge on uncalled capital

144. Any uncalled capital of the Company may be included in or charged by mortgage or other security.

Subsequent assignees of uncalled capital

145. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.

Charge in favour of Director of indemnity

146. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.

Powers to be exercised by Board only at meeting

147. a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings 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;
 - (c) to issue securities, including debentures, whether in or outside India;
 - (d) to borrow monies;
 - (e) to invest the funds of the company;
 - (f) to grant loans or give guarantee or provide security in respect of loans;
 - (g) to approve financial statement and the Board’s report;
 - (h) to diversify the business of the company;
 - (i) to approve amalgamation, merger or reconstruction;
 - (j) to take over a company or acquire a controlling or substantial stake in another company;
 - (k) to make political contributions;
 - (l) to appoint or remove key managerial personnel (KMP);
 - (m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
 - (n) to appoint internal auditors and secretarial auditor;



- (o) to take note of the disclosure of director's interest and shareholding;
 - (p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;
 - (q) to invite or accept or renew public deposits and related matters;
 - (r) to review or change the terms and conditions of public deposit;
 - (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.
 - (t) such other business as may be prescribed by the Act.
- b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.
- c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.
- d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.
- e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.

Register of mortgage to be kept

148. The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

Register of holders of debentures

149. Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

Inspection of copies of and Register of Mortgages

150. The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

Supplying copies of register of holder of debentures

151. The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

Right of holders of debentures as to Financial Statements

152. Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

**Minutes**

153. a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.
- b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

Managing Director's power to be exercised severally

154. All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

MANAGER**Manager**

155. Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

DIVIDENDS AND RESERVES**Rights to Dividend**

156. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

Declaration of Dividends

157. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

What to be deemed net profits

158. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

Interim Dividend

159. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

Dividends to be paid out of profits only

160. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

Reserve Funds

163. a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.



- b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

Method of payment of dividend

164. a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.
- b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.
- c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

Deduction of arrears

165. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.

Adjustment of dividend against call

166. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and themselves, be set off against the call.

Payment by cheque or warrant

167. a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.
- b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

Retention in certain cases

168. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

Receipt of joint holders

- (A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:
- a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and
- b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act”.

Deduction of arrears



169. Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

Notice of Dividends

170. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

Dividend not to bear interest

171. No dividend shall bear interest against the Company.

Unclaimed Dividend

172. No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

Transfer of share not to pass prior Dividend

173. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

Capitalisation of Profits

174. a. The Company in General Meeting, may on the recommendation of the Board, resolve:
1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from the appreciation in value of any Capital assets of the Company standing to the credit of the General Reserve, Reserve or any Reserve Fund or any amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and
 2. that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:
1. paying up any amount for the time being unpaid on any share held by such members respectively;
 2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or
 3. partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).
- c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

Powers of Directors for declaration of Bonus

175. a. Whenever such a resolution as aforesaid shall have been passed, the Board shall:
1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and
 2. generally do all acts and things required to give effect thereto.
- b. The Board shall have full power:



1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;
 2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.
- c. Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

Books of account to be kept

176. a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.
- b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.
- c. The books of accounts shall be open to inspection by any Director during business hours.

Where books of account to be kept

177. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

Inspection by members

178. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and books and documents of the Company or any of them shall be open to the inspection of the members and no member (not being a Director) shall have any right of inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

Statement of account to be furnished to General Meeting

179. The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

Financial Statements

180. Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

Authentication of Financial Statements

181. a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.
- b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

Auditors Report to be annexed

182. The Auditor's Report shall be attached to the financial statements.



Board's Report to be attached to Financial Statements

183. a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.
- b. The report shall, so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.
- c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.
- d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.
- e. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of Sub-clauses (a) to (e) of this Article are complied with.

Right of member to copies of Financial Statements

184. The Company shall comply with the requirements of Section 136.

ANNUAL RETURNS

Annual Returns

185. The Company shall make the requisite annual return in accordance with Section 92 of the Act.

AUDIT

Accounts to be audited

186. a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.
- b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.
- c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.
- d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.
- e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.
- f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and



2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.
- g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.
- i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.
- j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

Audit of Branch Offices

187. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

Remuneration of Auditors

188. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

Rights and duties of Auditors

189. a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.
- b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.
- c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:
1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and
 2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.
- d. The Auditor's Report shall also state:
- (a) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;
 - (b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;



- (c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;
- (d) whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;
- (e) whether, in his opinion, the financial statements comply with the accounting standards;
- (f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;
- (g) whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;
- (h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;
- (i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;
- (j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;
- (k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
- (l) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.

e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.

f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

Accounts whether audited and approved to be conclusive

190. Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

Service of documents on the Company

191. A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

How documents to be served to members

192. a. A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.
- b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.
- c. Where a document is sent by post:
- i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents



should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;

a. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and

b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

Members to notify address in India

193. Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

Service on members having no registered address in India

194. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

Service on persons acquiring shares on death or insolvency of members

195. A document may be served by the Company to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of deceased or assignees of the insolvent or by any like descriptions at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

Notice valid though member deceased

196. Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

Persons entitled to Notice of General Meeting

197. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;
- (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
 - (b) the auditor or auditors of the company; and
 - (c) every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

Advertisement



198. a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.
- b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

Transference, etc. bound by prior notices

199. Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.

How notice to be signed

200. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

Authentication of document and proceeding

201. Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.

WINDING UP

Winding up

202. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities *pari-passu* and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

Division of assets of the Company in specie among members

203. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidators with the like sanction shall think fit. In case any shares, to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may, within ten days after the passing of the Special Resolution by notice in writing, direct the liquidators to sell his proportion and pay him the net proceeds, and the liquidators shall, if practicable, act accordingly.

INDEMNITY AND RESPONSIBILITY

Directors' and others' right to indemnity

204. a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.



b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

205. Subject to the provisions of Section 197 of the Act, no Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer, or for joining in any receipt or other act for conformity for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

SECURITY CLAUSE

206. a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.
- b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

REGISTERS, INSPECTION AND COPIES THEREOF

207. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.
- b. Any, Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

BUY-BACK OF SHARES

208. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL AUTHORITY

209. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority



and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

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SECTION XIV – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus, which will be filed with the Registrar of Companies for registration/submission of the Prospectus and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Survey No. 416, Village-Navapura (Miroli), Taluka-Dascroi, Miroli, Ahmedabad, Dascroi, Gujarat, India, 382425 from the date of filing the Prospectus with ROC on all Working Days until the Bid/Issue Closing Date. Copies of below Material Contracts and Documents are also available on the website of the company on www.unitedtechfab.com.

Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. (IST) on all Working Days from date of filing of the Draft Prospectus until the Offer Closing Date.

A. MATERIAL CONTRACTS

1. Memorandum of Understanding dated January 31, 2025, executed between our Company and Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated January 31, 2025, executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated [●], executed between our Company, Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated [●], executed between our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated [●], executed between our Company, Lead Manager, and Underwriter.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated October 9, 2024
7. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated October 9, 2024.

B. MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Board Resolution dated January 6, 2025 and Special Resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the EGM by the shareholders of our Company held on January 6, 2025.
3. Statement of Tax Benefits dated January 29, 2025 issued by our Statutory Auditors M/s. Rajiv Shah & Associates, Chartered Accountants.
4. Copy of Restated Financial Statement and along with Report from the peer review certified auditor M/s. Rajiv Shah & Associates, Chartered Accountants for the period ended on August 31, 2024 and financial year ended on March 31, 2024, 2023 and 2022 dated January 22, 2025 included in this Draft Prospectus.
5. Copy of Audited Standalone Financial Statement for the period ended on August 31, 2024 and the financial year ended on March 2024, 2023 and 2022.
6. Certificate dated January 29, 2025 certifying Key Performance Indicators as disclosed in chapter titled Basis of Issue Price issued by M/s. Rajiv Shah & Associates, Chartered Accountants.
7. Certificate dated January 31, 2025 certifying utilisation of loan for the purpose availed as required by clause 9(A)(2)(B) of Schedule VI of Chapter XII of the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018 (The “ICDR Regulations”) issued by M/s. Rajiv Shah & Associates, Chartered Accountants.
8. Consents of Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor and Peer Review Auditor, Bankers to the Company, Legal Advisor to the Issue, the Lead Manager to the Issue, Registrar to the Issue, Banker to the Issue*, Market Maker* and Underwriter to the Issue* to act in their respective capacities.

**to be obtained prior filing of Prospectus.*



9. Due Diligence Certificate from Lead Manager dated February 28, 2025.
10. Copy of In-principle approval letter dated [●] from the BSE Limited.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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DECLARATION

I, the undersigned hereby certify and declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY

Nirmalkumar Mangalchand Mittal
Managing Director
DIN: 01528758

Date: February 28, 2025

Place: Ahmedabad



DECLARATION

I, the undersigned hereby certify and declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

SIGNED BY THE CHAIRMAN AND EXECUTIVE DIRECTOR OF OUR COMPANY

Gagan Nirmalkumar Mittal
Chairman and Executive Director
DIN: 00593377

Date: February 28, 2025
Place: Ahmedabad



DECLARATION

I, the undersigned hereby certify and declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

SIGNED BY THE NON-EXECUTIVE DIRECTOR OF OUR COMPANY

Ritesh Kamalkishore Hada
Non-Executive Director
DIN: 01919749

Date: February 28, 2025
Place: Ahmedabad



DECLARATION

I, the undersigned hereby certify and declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Sejalben Shantilal Parmar
Independent Director
DIN: 07401639

Date: February 28, 2025
Place: Ahmedabad



DECLARATION

I, the undersigned hereby certify and declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Safalkumar Hasmukhbhai Patel
Independent Director
DIN: 08107710

Date: February 28, 2025
Place: Ahmedabad



DECLARATION

I, the undersigned hereby certify and declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Satishkumar Badriprasad Malaviya
Chief Financial Officer
PAN: AGBPM1419L

Date: February 28, 2025
Place: Ahmedabad



DECLARATION

I, the undersigned hereby certify and declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Prospectus/Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY

Sohitkumar Dineshchandra Mehta
Company Secretary and Compliance Officer
PAN: AQJPM2094F

Date:

Place: