



## GRETEX CORPORATE SERVICES LIMITED

Our Company was originally incorporated as “Dynamic Tradeserv Private Limited” on September 05, 2008 at Kolkata, West Bengal as a private limited company under the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, the name of our Company was changed to “Gretex Corporate Services Private Limited” vide special resolution passed by the shareholders of our Company in their meeting held on May 28, 2013 and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on May 31, 2013, by the Registrar of Companies, West Bengal. Further, our Company was converted into Public Limited Company pursuant to special resolution passed by the shareholders of our Company in their meeting held on April 12, 2021 and the name of our Company was changed to “Gretex Corporate Services Limited” and a Fresh Certificate of Incorporation consequent upon conversion of Company to Public Limited dated May 12, 2021 was issued by Registrar of Companies, Mumbai, Maharashtra, being Corporate Identification Number U74999MH2008PLC288128. For further details of change of name and Registered Office of our Company, please refer to section titled ‘Our History and Certain Other Corporate Matters’ beginning on page 104 of this Draft Prospectus.

**Registered Office:** Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion, 9-15, Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India

**Contact Person:** Mr. Janil Jain, Company Secretary and Compliance Officer

**Tel:** +91 – 22 - 4002 5273; **Email:** info@gretexgroup.com; **Website:** www.gretexcorporate.com

**Our Promoters:** Mr. Arvind Harlalka, Mr. Alok Harlalka and M/s. Bonanza Agency LLP

### THE ISSUE

PUBLIC ISSUE OF 3,01,600 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH (“EQUITY SHARES”) OF GRETEX CORPORATE SERVICES LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF ₹ 170 PER EQUITY (THE “ISSUE PRICE”) AGGREGATING TO ₹ 512.72 LAKH (“THE ISSUE”) COMPRISING OF A FRESH ISSUE OF 2,37,600 EQUITY SHARES AGGREGATING TO ₹ 403.92 LAKH (THE “FRESH ISSUE”) AND AN OFFER FOR SALE OF 64,000 EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDER (“OFFER FOR SALE”) AGGREGATING TO ₹ 108.80 LAKH OF WHICH 15,200 EQUITY SHARES AGGREGATING TO ₹ 25.84 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 2,86,400 EQUITY SHARES AGGREGATING TO ₹ 486.88 LAKH (THE “NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.52% AND 25.18% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY

### THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10.00 AND THE ISSUE PRICE IS 17.00 TIMES OF THE FACE VALUE OF THE EQUITY SHARES

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, 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. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to ‘Issue Procedure’ on page 203 of this Draft Prospectus. A copy will be filed with the Registrar of Companies as required under Section 26 and Section 28 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The Issue Price (as determined by our Company and the Promoter Selling Shareholder in consultation with the Lead Manager) as stated in ‘Basis for Issue Price’ beginning on page 71 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 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 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 the Issuer and the Issue including the risks involved. The Equity Shares in the Issue have neither been recommended nor approved by Securities and Exchange Board of India (“SEBI”) nor does SEBI 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 22 of this Draft Prospectus.

### ISSUER’S AND SELLING SHAREHOLDER 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. Further, the Promoter Selling Shareholder assumes responsibility that this Draft Prospectus contains all information about themselves as a Promoter Selling Shareholder in the context of the Offer for Sale and further assumes responsibility for statements in relation to them included in this Draft Prospectus

### LISTING

The Equity Shares issued through this Draft Prospectus are proposed to be listed on SME Platform of BSE Limited. Our Company has received an In-Principle Approval letter dated [●] from BSE Limited for using its name in this Offer Document for listing our shares on the SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

### LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE ISSUE



**ARYAMAN FINANCIAL SERVICES LIMITED**  
60, Khatau Building, Ground Floor,  
Alkesh Dinesh Modi Marg  
Fort, Mumbai – 400 001, Maharashtra, India  
**Tel No.:** +91 – 22 - 6216 6999  
**Email:** ipo@afsl.co.in  
**Investors Grievances Email:** feedback@afsl.co.in  
**Website:** www.afsl.co.in  
**Contact Person:** Mr. Vastal Ganatra  
**SEBI Registration No:** INM000011344



**BIGSHARE SERVICES PRIVATE LIMITED**  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road, Marol,  
Andheri East, Mumbai – 400 059, Maharashtra, India  
**Tel No.:** +91 – 22 – 6263 8200;  
**Email:** ipo@bigshareonline.com  
**Investor Grievance Email:** investor@bigshareonline.com  
**Website:** www.bigshareonline.com  
**Contact Person:** Mr. Swapnil Kate  
**SEBI Registration No.:** INR000001385

### ISSUE PROGRAMME

**ISSUE OPENS ON:** [●]

**ISSUE CLOSES ON:** [●]

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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, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies, as amended, supplemented or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.*

*The words and expressions used in this 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 Listing Regulations, the Depositories Act or the Rules and Regulations made thereunder.*

*Notwithstanding the foregoing, terms used in of the sections “Statement of Possible Tax Benefits”, “Consolidated Financial Statement as Restated”, “Main Provisions of Articles of Association”, “Basis for Issue Price”, “Our History and Certain Corporate Matters”, “Other Regulatory and Statutory Disclosures” and “Outstanding Litigations and Material Developments” beginning on pages 73, 140, 222, 71, 104, 184 and 178 respectively, shall have the meaning ascribed to such terms in the relevant section.*

#### GENERAL TERMS

Term	Description
“Gretex Corporate Services Limited”, “Gretex”, “GCSL”, “We” or “us” or “Our Company” or “the Issuer”	Unless the context otherwise indicates or implies, refers to Gretex Corporate Services Limited, a company incorporated under the Companies Act, 1956 and having Registered Office at Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India
Promoter(s)/ Core Promoter	The Promoters of our Company being Mr. Arvind Harlalka, Mr. Alok Harlalka and M/s. Bonanza Agency LLP, for further details, please refer to chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 126 of this Draft Prospectus.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <i>Our Promoters and Promoter Group</i> ” on page 126 of this Draft Prospectus

#### COMPANY RELATED TERMS

Term	Description
AOA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Gretex Corporate Services Limited, as amended from time to time
Audit Committee	Audit Committee of our Company constituted in accordance with Regulation 18 of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and as described in the chapter titled “ <i>Our Management</i> ” beginning on page 112 of this Draft Prospectus.
Auditor of our Company / Statutory Auditor	The Statutory Auditors of our Company, being M/s. Gupta Agarwal & Associates., Chartered Accountants holding a valid peer review certificate as mentioned in the section titled “ <i>General Information</i> ” beginning on page 46 of this Draft Prospectus.
Board/ Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 112 of this Draft Prospectus.
Chief Financial Officer / CFO	The Chief Financial Officer of our Company as mentioned in the chapter titled “ <i>General Information</i> ” beginning on page 46 of this Draft Prospectus.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company as mentioned in the chapter titled “ <i>General Information</i> ” beginning on page 46 of this Draft Prospectus.
Consolidated Financial Statements as Restated	The financial information of the Company which comprises of the restated consolidated statement of assets and liabilities as at March 31, 2021, 2020 and 2019, the restated consolidated statement of profit and loss and the restated consolidated cash flow statement for the years ended March 31, 2021, 2020 and 2019, and the related notes, schedules and annexures thereto included in this Draft Prospectus, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in

Term	Description
	accordance with the SEBI ICDR Regulations
Director(s) / our Directors	Director(s) of our Company unless otherwise specified
Equity Shares / Shares	The equity shares of our Company of face value of ₹ 10 each unless otherwise specified in the context thereof
Equity Shareholders / Shareholders	Persons/ Entities holding Equity Shares of the Company
Group Companies/Entities	Such companies/entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies/ entities, please refer “ <i>Our Group Entities</i> ” on page 132 of this Draft Prospectus.
Independent Directors	Independent directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI Listing Regulations. For details of the Independent Directors, please refer chapter titled “ <i>Our Management</i> ” beginning on page 112 of this Draft Prospectus
ISIN	International Securities Identification Number, being INE199P01028
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of the Companies Act, 2013 and Regulation 2(1)(bb) of the SEBI (ICDR) Regulations 2018 and Section 2(51) of the Companies Act, 2013. For details, see section entitled “ <i>Our Management</i> ” beginning on page 112 of this Draft Prospectus.
Managing Director/ MD	The Managing Director of our Company, Mr. Alok Harlalka
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on May 13, 2021 in accordance with the requirements of the SEBI (ICDR) Regulations
Memorandum of Association / MoA	The Memorandum of Association of our Company, as amended from time to time
Nomination & Remuneration Committee	The nomination and remuneration committee of our Company constituted in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013, as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 112 of this Draft Prospectus.
Promoter Selling Shareholder	M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)
Registered Office	The Registered Office of our Company situated at Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India.
Registrar of Companies/ RoC	Registrar of Companies, Mumbai situated at Registrar of Companies, 100, Everest, Marine Drive, Mumbai – 400 002, Maharashtra, India.
Stakeholders’ Relationship Committee	The Stakeholder’s relationship committee of our Company constituted in accordance with Regulation 20 of the SEBI Listing Regulations and Section 178 of Companies Act, 2013 and as described under the chapter titled “ <i>Our Management</i> ” beginning on page 112 of this Draft Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of BSE Limited.
You or Your or Yours	Prospective Investors in this Issue.

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants
Allotment Advice	A note or advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	The successful Applicant(s) to whom the Equity Shares are being/ have been allotted
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our

Term	Description
	Company in terms of this Draft Prospectus.
Application Supported by Blocked Amount/ ASBA	An application whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism, where the application amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB and specified in the Application Form submitted by the Applicants or the account of the RII blocked upon acceptance of UPI Mandate Request by RIIs using the UPI mechanism, to the extent of the Application Amount specified by the Applicant.
ASBA Applicant(s)	Any prospective investors in the Issue who intend to submit the Application through the ASBA process.
ASBA Application/ Application	An application form, whether physical or electronic, used by ASBA Applicants which will be considered as the application for Allotment in terms of the Prospectus.
ASBA Form/ Application Form	An application form (with and without the use of UPI, as may be applicable), whether physical or electronic, used by the ASBA Applicants and which will be considered as an application for Allotment in terms of the Prospectus.
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled “General Information” on page no.46 of this Draft Prospectus.
Banker(s) to the Issue/ Refund Banker	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [●].
Banker(s) to the Issue Agreement	Agreement dated [●], entered into between our Company, the Promoter Selling Shareholder, Lead Manager, the Registrar to the Issue, Banker to the Issue and Sponsor Bank for collection of the Application Amount on the terms and conditions thereof.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, and which is described in the chapter titled “Issue Procedure” on page 203 of this Draft Prospectus
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Application Forms (in case of RIIs only ASBA Forms under UPI) to a Registered Broker. The details of such broker centres, along with the name and contact details of the Registered Brokers, are available on the website of the BSE Limited on the following link <a href="http://www.bseindia.com">www.bseindia.com</a>
BSE SME	SME Platform of BSE Limited
Business Day	Monday to Friday (except public holidays)
CAN / Confirmation of Allocation Note	Confirmation of Allocation Note/the note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account.
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Application Forms at the Designated CDP Locations in terms of circular no. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches/ Controlling Branches of the SCSBs.	Such branches of the SCSBs which co-ordinate with the Lead Manager, the Registrar to the Issue and Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time
Collection Centres	Centres at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Bank Account details and UPI ID (if applicable).
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996 i.e. CDSL and NSDL.
Depository Participant / DP	A depository participant as defined under the Depositories Act
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms and in case of RIIs only ASBA Forms with UPI. The details of such Designated CDP



Term	Description
	Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue.
Designated Intermediaries / Collecting Agent	In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.  In relation to 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, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.  In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application 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 <a href="http://www.sebi.gov.in/">http://www.sebi.gov.in/</a> or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange/ Stock Exchange	BSE Limited
Draft Prospectus	This Draft Prospectus dated June 14, 2021, filed with the BSE Limited in accordance with the SEBI ICDR Regulations
Eligible NRI(s)	NRI eligible to invest under the FEMA Regulations, from jurisdictions outside India where it is not unlawful to make an application or invitation to participate in the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe for Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants
Escrow Account(s)	Account(s) opened with the Banker(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement
Escrow and Sponsor Bank Agreement	Agreement dated [●] entered into amongst the Company, the Promoter Selling Shareholder, Lead Manager, the Registrar, the 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.
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India
First/ Sole Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Fresh Issue	Fresh Issue of 2,37,600 Equity Shares of face value ₹ 10 each of Gretex Corporate Services Limited for cash at a price of ₹ 170 per Equity Shares (including premium of ₹ 160 per Equity Shares) aggregating ₹ 403.92 Lakh by our Company
Fresh Issue Proceeds	The proceeds of the Fresh Issue as stipulated by the Company. For further information about use of the Fresh Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 66 of this Draft Prospectus
FPIs / Foreign Portfolio Investor	Foreign Portfolio Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the

Term	Description
	Fugitive Economic Offenders Act, 2018
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the issue document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the issue document.
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, 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, circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and circular no. (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021 issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the LM.
Issue/ Public Issue/ Issue Size / Initial Public Offer / Initial Public Offering/ IPO/ Present Issue	Public Issue of 3,01,600 Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ 170 per Equity Shares (including premium of ₹ 160 per Equity Shares) aggregating to ₹ 512.72 Lakh comprising of Fresh Issue of 2,37,600 Equity Shares of face value ₹ 10 each of our Company for cash at a price of ₹ 170 per Equity Shares (including premium of ₹ 160 per Equity Shares) aggregating ₹ 403.92 and Offer for Sale of 64,000 equity Shares of face value ₹ 10 each for cash at a price of ₹ 170 per Equity Shares (including premium of ₹ 160 per Equity Shares) aggregating to ₹ 108.80 Lakh by the Promoter Selling Shareholder.
Issue Agreement	The agreement dated June 10, 2021, entered into between our Company, the Promoter Selling Shareholder and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which the Issue closes for subscription being [●]
Issue Opening Date	The date on which the Issue opens for subscription being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective Applicants can submit their Applications, including any revisions thereof
Issue Price	The price at which Equity Shares are being issued by our Company being ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share)
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 66 of this Draft Prospectus
Lead Manager / LM	The Lead Manager to the Issue, in this case being Aryaman Financial Services Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is 800 and in multiples of 800 thereafter; subject to a minimum allotment of 800 Equity Shares to the successful applicants.
Market Maker	In our case being Intellect Stock Broking Limited
Market Making Agreement	Market Making Agreement dated June 10, 2021 between our Company, the Lead Manager and the Market Maker.
Market Maker Reservation Portion	The Reserved portion 15,200 Equity Shares of ₹ 10 each at ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 25.84 Lakh reserved for subscription by the Market Maker.
Minimum Promoters' Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters which shall be provided towards minimum promoters' of 20% and locked-in for a period of three years from the date of Allotment.
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=</a>

Term	Description
	40 or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Net Issue of 2,86,400 Equity Shares of face value of ₹ 10 each fully paid up for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating ₹ 486.88 Lakh by our Company and the Promoter Selling Shareholder
Net Proceeds	The Gross Proceeds less our Company's share of the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see "Objects of the Issue" beginning on page 66 of this Draft Prospectus.
Non Institutional Investors / NIIs	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors and who have Applied for Equity Shares for a cumulative amount more than ₹ 2.00 Lakh (but not including NRIs other than Eligible NRIs)
Non Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Offer for Sale/ OFS	The offer for sale of 64,000 Equity Shares for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating up to ₹ 108.80 Lakh by the Promoter Selling Shareholder
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus to be filed with the RoC in accordance with the provisions of Section 26 and Section 28 of the Companies Act, 2013
Public Issue Account	The account opened with Banker to the Issue under Section 40(3) of the Companies Act, 2013 for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date
Public Issue Bank	A bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Public Issue Account will be opened, in this case being [●]
Qualified Institutional Buyers / QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, 2018
Refund Account	The account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Application Amount to the Applicants shall be made.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI.
Registrar Agreement	The Agreement dated May 18, 2021 entered between our Company, the Promoter Selling Shareholder and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited.
Retail Individual Investors/ RIIs	Individual investors or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than ₹ 2.00 Lakh.
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s).



Term	Description
	QIB Applicants and Non-Institutional Applicants are not allowed to withdraw or lower their Applications (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application during the Issue Period and withdraw their Applications until Issue Closing Date.
Self-Certified Syndicate Bank(s) / SCSBs	<p>The banks registered with SEBI, which offer services, (i) in relation to ASBA, where the Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time.</p> <p>Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the “list of mobile applications for using UPI in public issues” displayed on the SEBI website. The said list shall be updated on the SEBI website.</p>
Share Escrow Agent	Share Escrow agent appointed pursuant to the Share Escrow Agreement, being Bigshare Services Private Limited.
Share Escrow Agreement	Agreement dated May 18, 2021 entered into between our Company, the Promoter Selling Shareholder, the Share Escrow Agent and the Lead Manager in connection with the transfer of Equity Shares under the Offer for Sale by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI, a list of which is available on the website of SEBI ( <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> ) and updated from time to time.
Sponsor Bank	The Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI, the Sponsor Bank in this case being [●]
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	Aryaman Financial Services Limited and Intellect Stock Broking Limited
Underwriting Agreement	The agreement dated June 10, 2021 entered into between the Underwriters, our Company and the Promoter Selling Shareholder.
UPI/ Unified Payments Interface	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI Circulars	The SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, SEBI circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, SEBI circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 08, 2019, SEBI circular no. (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/DIL1/CIR/P/2021/47) dated March 31, 2021, SEBI circular no. (SEBI/HO/CFD/DIL2/P/CIR/2021/570) dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way

Term	Description
	of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The Application mechanism that may be used by an RII to make an Application in the Issue in accordance the UPI Circulars to make an ASBA Applicant in the Issue
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and with reference to (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.
Willful Defaulter(s)	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

#### TECHNICAL / INDUSTRY RELATED TERMS

Term	Description
AIBI	Association of Investment Bankers of India
AIFL	Aseem Infrastructure Finance Limited
A IPL	Afterlink Infraprojects Private Limited
AISLLP	ASP Infinity Solutions LLP
AMFI	The Association of Mutual Funds in India
ASL	Apsara Selections Limited
AUM	Assets Under Management
ATUPL	Ambition Tie-Up Private Limited
BCG	Boston Consulting Group
BONANZA	Bonanza Agency LLP
CAGR	Compound Annual Growth Rate
CBDT	Central Board of Direct Taxes
CBOE VIX	Chicago Board Options Exchange Volatility Index
CFPI	Consumer Food Price Index
CPI	Consumer Price Index
DB	Dissemination Board
DCF	Discounted Cash Flow
ELCs	Exclusively Listed Companies
EM	Emerging Market
EoIs	Expressions of Interest
ESG	Environmental, Social and Governance
ESOP	Employee Stock Ownership Plan
EU	European Union
FDI	Foreign Direct Investment
FPI	Foreign Portfolio Investment
FPO	Follow on Public Offering
FOMC	Federal Open Market Committee
FY	Fiscal Year
G20	Group of Twenty
GDP	Gross Domestic Product
GIL	Gretex Industries Limited
GSBPL	Gretex Share Broking Private Limited
GST	Goods and Services Tax
GW	Giga Watt
ICDR	Issue of Capital and Disclosure Requirements
India INX	India International Exchange

Term	Description
IMF	The International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offering
LIC	Life Insurance Corporation of India
M&A	Mergers and Acquisitions
MeitY	Ministry of Electronics and Information Technology
MITRA	Mega Investment Textiles Parks
MOSPI	The Ministry of Statistics and Programme Implementation
MPC	Monetary Policy Committee's
MSCI	Morgan Stanley Capital International
MSME	Micro, Small & Medium Enterprises
MSP	Minimum Support Price
MUDRA	Micro Units Development and Refinance Agency
NASDAQ	National Association of Securities Dealers Automated Quotations
NCLT	National Company Law Tribunal
NIIF	National Investment and Infrastructure Fund
NIIF-IFL	NIIF Infrastructure Finance Limited
NIP	National Infrastructure Pipeline
NPCI	National Payments Corporation of India
NRF	National Research Foundation
NSO's	National Statistical Office
OFS	Offer for Sale
PE	Private Equity
PE-VC	Private Equity-Venture Capital
PMI	Purchasing Managers' Index
PLI	Production Linked Incentives
PPP	Purchasing Power Parity
PPPs	Public Private Partnerships
PSA	Pressure Swing Adsorption
Q1/2/3/4	Quarter 1/2/3/4
Q-o-Q	Quarter on Quarter
RBI	Reserve Bank of India
RBIH	Reserve Bank Innovation Hub
RCE	Revised Cost Estimate
SAE	Second Advance Estimates
SVAPL	Signageus Value Advisors Private Limited (Formally known as Ambuja Technologies Private Limited)
SEBI	Securities and Exchange Board of India
SIP	Systematic Investment Plan
SME	Small and Medium Enterprise
SMPL	Sankhu Merchandise Private Limited
SWAMITVA	Survey of Villages and Mapping with Improved Technology in Village Areas
UPI	Unified Payments Interface
US	United State
UTs	Union Territory
VGF	Viability Gap Funding
VC	Venture Capital
WEO	World Economic Outlook

#### CONVENTIONAL TERMS/GENERAL TERMS /ABBREVIATIONS

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under the SEBI (Alternative Investments Funds) Regulations, 2012

<b>Term</b>	<b>Description</b>
AS/ Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
Authorized Dealers	Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
Bn	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
Category I Alternate Investment Fund / Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations.
Category I Foreign Portfolio Investor(s)/ Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations.
Category II Alternate Investment Fund / Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations.
Category II Foreign Portfolio Investor(s) / Category II FPIs	An FPI who are registered as “Category II Foreign Portfolio Investor” under the SEBI FPI Regulations
Category III Alternate Investment Fund / Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
Category III Foreign Portfolio Investor(s) / Category III FPIs	An FPI who are registered as “Category III Foreign Portfolio Investor” under the SEBI FPI Regulations
CCI	The Competition Commission of India
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CGST	Central GST
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant’s beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act 1956	The Companies Act, 1956, as amended from time to time
Companies Act 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
Consolidated FDI Policy	The current consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Contract Act	The Indian Contract Act, 1872
COPRA	The Consumer Protection Act, 1986
CST	Central Sales Tax
CSR	Corporate Social Responsibility
CY	Calendar Year
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, i.e, NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant’s identification

Term	Description
DTC	Direct Tax Code, 2013
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing System
EGM/ EOGM	Extraordinary General Meeting
Electricity Act	The Electricity Act, 2003
EMDEs	Emerging Markets and Developing Economies
EPA	The Environment Protection Act, 1986
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ER Act	The Equal Remuneration Act, 1976
ESI Act	The Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations there under
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FII(s)	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
Financial Year / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
Foreign Portfolio Investor /FPIs	A Foreign Portfolio Investor, as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors as defined and registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations.
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
Gratuity Act	The Payment of Gratuity Act, 1972
GST Act	Goods and Services Tax Act, 2017
Hazardous Wastes Rules	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008
HNIIs	High Networth Individuals
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ID Act	The Industrial Disputes Act, 1947
IDRA	The Industrial (Development and Regulation) Act, 1951
IE Act	The Indian Easements Act, 1882
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
IT Act	Income Tax Act, 1961, as amended from time to time
Indian GAAP	Generally Accepted Accounting Principles in India
IND AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
IRDAI	Insurance Regulatory and Development Authority (Investment) Regulations, 2016



Term	Description
Regulations	
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IST	Indian Standard Time
KM / Km / km	Kilo Meter
KMP	Key Managerial Personnel
Ltd.	Limited
Maternity Benefit Act	Maternity Benefit Act, 1961
MCA	The Ministry of Corporate Affairs.
MCI	Ministry of Commerce and Industry.
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MICR	Magnetic Ink Character Recognition
Mn	Million
MoEF	Ministry of Environment and Forests
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
MSME	Micro, Small and Medium Enterprise
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
MWA	Minimum Wages Act, 1948
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NI Act	The Negotiable Instruments Act, 1881
No.	Number
NOC	No Objection Certificate
Noise Regulation Rules	The Noise Pollution (Regulation & Control) Rules 2000
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPCI	National Payments Corporation of India
NPV	Net Present Value
NR / Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price / Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent account number
PAT	Profit after Tax
PIL	Public Interest Litigation
PLR	Prime Lending Rate
POB Act	Payment of Bonus Act, 1965
PPP	Public Private Partnership
Public Liability Act	The Public Liability Insurance Act, 1991
Pvt./(P)	Private
PWD	Public Works Department of state governments
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
QIC	Quarterly Income Certificate

Term	Description
RBI	The Reserve Bank of India
R&D	Research & Development
Registration Act	The Indian Registration Act, 1908
Regulation S	Regulation S under the U.S. Securities Act
RoC or Registrar of Companies	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
Rupees / Rs. / ₹	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act, 1933
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations, as amended
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SGST	State Goods and Services Tax Act, 2017
SHWW/SHWW Act	The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
TM Act	The Trademarks Act, 1999
UGST	Union Territory Goods and Services Tax Act, 2017
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US\$ or USD or US Dollars	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VAT	Value Added Tax
Wages Act	Payment of Wages Act, 1936
Water Act	The Water (Prevention and Control of Pollution) Act, 1974
WCA	The Workmen's Compensation Act, 1923

<b>Term</b>	<b>Description</b>
Wilful Defaulter	A wilful defaulter, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations, means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India

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

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Gretex” and “GCSL”, unless the context otherwise indicates or implies, refers to Gretex Corporate Services Limited.

### CERTAIN CONVENTION

All references in this Draft Prospectus to “India” are to the Republic of India.

Unless indicated otherwise, all references to page numbers in this Draft Prospectus are to page numbers of this Draft Prospectus.

### FINANCIAL DATA

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our audited restated Consolidated financial statements for the Financial Years ended March 31, 2021, 2020 and 2019 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations and the Indian GAAP which are included in this Draft Prospectus, and set out in “*Consolidated Financial Statements as Restated*” on page 140 of this Draft Prospectus.

In this Draft Prospectus, any discrepancies in any table between the total and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal place and all percentage figures have been rounded off to two decimal places and accordingly there may be consequential changes in this Draft Prospectus.

Our Company’s financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between Indian GAAP and IND (AS). Accordingly, the degree to which the Restated Consolidated 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, Indian GAAP, IND (AS), the Companies Act and the SEBI (ICDR) Regulations, on the Restated Consolidated Financial Statements presented in this Draft Prospectus should accordingly be limited. Although we have included a summary of qualitative and quantitative differences between Indian GAAP and IND (AS), our Consolidated financial statements reported under IND (AS) in future accounting periods may not be directly comparable with our financial statements historically prepared in accordance with Indian GAAP, including disclosed in this Draft Prospectus. You should consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 22, 89 and 167 of this Draft Prospectus, and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Statutory Auditor, set out in the section titled ‘*Financial Statements as Restated*’ beginning on page 140 of this Draft Prospectus.

### CURRENCY AND UNITS OF PRESENTATION

In this Draft Prospectus, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; (b) ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America. All references to the word ‘Lakh’ or ‘Lakhs’, ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One Thousand Million’.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 22, 89 and 167 of this Draft Prospectus, and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated based on our Consolidated financial statements as restated prepared in accordance with Indian GAAP.

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## **INDUSTRY AND MARKET DATA**

Unless stated otherwise, industry and market data used throughout this Draft Prospectus has been obtained or derived from internal Company reports and industry and Government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, our Company believes that industry data used in this Draft Prospectus is reliable, it has not been independently verified either by the Company, the Promoter Selling Shareholder or the Lead Manager or any of their respective affiliates or advisors.

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.



## FORWARD LOOKING STATEMENTS

All statements contained in this Draft Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and 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.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe 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.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the Financial Services sector in India where we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/ or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. Changes in laws and regulations relating to the sectors/areas in which we operate;
2. Increased competition in Financial Services Industry;
3. Our ability to successfully implement our growth strategy and expansion plans;
4. Our ability to meet our further capital expenditure requirements;
5. Fluctuations in operating costs;
6. Our ability to attract and retain qualified personnel;
7. Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
8. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
9. Our ability to manage risks that arise from above factors;
10. Changes in government policies and regulatory actions that apply to or affect our business;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices
12. The performance of the financial markets in India and globally;
13. The occurrence of natural disasters or calamities;
14. Our inability to maintain or enhance our brand recognition;
15. Inability to adequately protect our trademarks;
16. Changes in consumer demand and
17. Failure to successfully upgrade our products and service portfolio, from time to time.

For further discussions of factors that could cause our actual results to differ, please see the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 22, 89 and 167 of this Draft Prospectus, respectively

Neither our Company, our Directors, our Promoters, the Promoter Selling Shareholder, the Lead Manager nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments from the date of this Draft Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II: SUMMARY OF OFFERDOCUMENT

### A. Our Company

We are a Company in India, offering diversified financial and consultancy services in the areas of Capital Markets, Corporate Finance, Corporate Restructuring, Debt Syndication, Compliance Advisory. We started our operations in the year 2008, in the initial years the company was engaged in the business of providing project finance services to companies through banks and financial institutions. In the year 2011 the company started providing services of capital market such as Direct listing of companies on nationwide stock exchanges. This new venture gave management an interest to explore more opportunities in capital market.

#### Industry Overview

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The banking regulator has allowed new entities such as payment banks to be created recently, thereby adding to the type of entities operating in the sector. However, financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64% of the total assets held by the financial system.

### B. Our Promoters

Our Company is promoted by Mr. Arvind Harlalka, Mr. Alok Harlalka and M/s. Bonanza Agency LLP

### C. Size of the Issue

<b>Equity Shares Offered</b> Present Issue of Equity Shares by our Company and the Promoter Selling Shareholder	Issue of 3,01,600 Equity Shares of ₹ 10 each for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 512.72 Lakh
<b>Consisting of:</b>	
<b>Fresh Issue</b>	2,37,600 Equity Shares of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 403.92 Lakh
<b>Offer for Sale</b>	64,000 Equity Shares of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 108.80 Lakh
<b>Which Comprises:</b>	
<b>Market Maker Reservation Portion</b>	15,200 Equity Shares of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 25.84 Lakh
<b>Net Issue to the Public</b>	2,86,400 Equity Shares of ₹ 10 each for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 486.88 Lakh

### D. Object of the Issue

The Net Proceeds of the Issue are proposed to be used in accordance with the details provided in the following table:

(₹ in Lakhs)

Particulars	Amount*
Payment of Security Deposit for renting of office space	255.00
Working Capital Requirements	50.00
General Corporate Purpose	73.45
<b>Total</b>	<b>378.45</b>

\*Except for the Listing fees and Market making fees, which will be borne by our Company, all other expenses relating to the Issue as mentioned above will be borne by our Company and the Selling Shareholder in proportion to the Equity Shares contributed/ issued in the issue.

**E. Pre - Issue Shareholding of our Promoters, Promoter Group and the Selling Shareholder(s) as a percentage of the paid-up share capital of the Company**

Category of Promoter	Pre – Issue	
	No. of Shares	As a % of paid-up Equity Capital
1. Promoters <sup>(1)</sup>	7,02,045	78.03
2. Promoter Group	1,97,700	21.97

<sup>(1)</sup>Our Corporate Promoter i.e., M/s. Bonanza Agency LLP is also the Promoter Selling Shareholder.

**F. Summary of Restated Consolidated Financial Information**

(₹ in Lakhs)

Particulars	For the year ended March 31,		
	2021	2020	2019
Share Capital	89.97	65.48	65.48
Reserves and surplus	537.90	308.67	469.02
Net Worth	627.87	374.14	534.49
Total Income	324.63	145.31	315.53
Profit after Tax	61.54	(160.35)	25.13
Total Borrowings	250.30	364.72	269.90
<b>Other Financial Information</b>			
Basic & Diluted EPS (₹)	7.44	(24.49)	3.84
Return on Net worth (%)	9.80%	-42.86%	4.70%
Net Asset Value Per Share (₹)	69.78	57.14	81.63

**G. Qualification of the Auditors**

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

**H. Summary of Outstanding Litigation are as follows**

Nature of Case	Number of cases	Amount involved*(₹)
<b>TAX PROCEEDINGS</b>		
<b>Company</b>		
Direct Tax	2	Unascertained
Indirect Tax	Nil	Nil
<b>Promoters</b>		
Direct Tax	17	2,21,42,004
Indirect Tax	Nil	Nil
<b>Group Companies</b>		
Direct Tax	8	61,231
Indirect Tax	Nil	Nil
<b>Directors #</b>		
Direct Tax	2	94,763
Indirect Tax	Nil	Nil
<b>OTHER MATTERS BASED ON MATERIALITY</b>		
Civil Matter	1	46,46,808

\*To the extent quantifiable excluding interest and penalty thereon

# Directors excluding Promoters

For the details of litigation proceedings, please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page 178 of this Draft Prospectus.

**I. Risk Factors**

Investors should read chapter titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus.

#### J. Summary of Contingent Liabilities

The following is a summary table of our contingent liabilities as:

Sr. No.	Particulars	Amount (in ₹)
1.	Income Tax demands / Notices before CIT Appeals/TDS	Unascertained
2.	Bank Guarantees/Corporate Guarantees	Nil

For further information, please see “Financial Information” beginning on page 140 of this Draft Prospectus.

#### K. Summary of Related Party Transactions

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as mentioned below:

(₹ in Lakhs)

Particulars	For the year ended March 31,		
	2021	2020	2019
Remuneration	29.42	29.45	18.47
Reimbursement/ Payment of Expenses	8.26	27.09	25.29
Loan Taken	439.98	201.73	248.48
Amount repaid / Loan given	568.31	242.59	203.24
Car Rent Paid	0	2.12	10.08
Filing Fees	0	0.01	0
Website expenses (incl. GST) during the year	3.96	2.83	2.83
Tax Deducted on Expense	0.05	0.05	0.17
Investment sold	215.74	0	0
Investment purchased	316.12	80.01	0
Share Application Money Received	200.9	0	0
Share Allotted	200.89	0	0
Amount Refunded	0.01	0.01	0
Interest on Loan Receivable	0.12	0	0
<b>Total</b>	<b>1,983.76</b>	<b>585.89</b>	<b>508.56</b>

For details of the Related Party Transactions as reported in the Restated Financials, please refer “Consolidated Financial Statements, as restated – Annexure XXVIII – Related Party Transactions” on page no. 140 of this Draft Prospectus.

#### L. Financing Arrangements

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

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

The weighted average price of Equity Shares acquired by our Promoters and Selling Shareholder in the last one year preceding the date of this Draft Prospectus is as below:

Name of the Promoters & Selling Shareholder	Weighted Average Price (₹)
Mr. Arvind Harlalka (Promoter)	N.A.
Mr. Alok Harlalka (Promoter)	N.A.
M/s. Bonanza Agency LLP (Promoter and Selling Shareholder)	82.00

#### N. Average Cost of Acquisition

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

Name of the Promoters& Selling Shareholder	Weighted Average Price (₹)
Mr. Arvind Harlalka (Promoter)	6.06
Mr. Alok Harlalka (Promoter)	33.33
M/s. Bonanza Agency LLP (Promoter and Selling Shareholder)	93.55

**O. Pre-IPO Placement details**

Our Company has not proposed any Pre-IPO Placement in this Issue.

**P. Issue of Equity Shares for consideration other than cash in the last one year**

Other than as disclosed in “*Capital Structure*” on page 54 of this Draft Prospectus, no Equity Shares have been issued by our Company for consideration other than cash as on the date of this Draft Prospectus.

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

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Prospectus.



### SECTION III: RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You 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 in which 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 other risks that are not currently known or are now 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 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.*

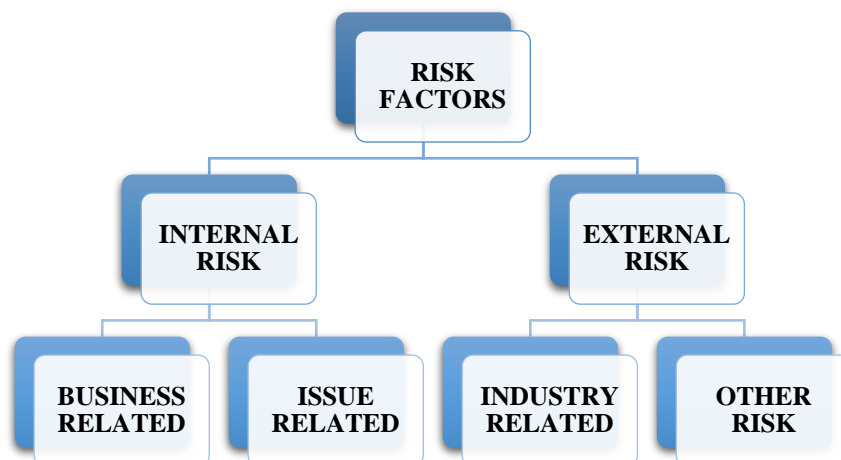
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated consolidated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “Our Business”, “Our Industry” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 89, 76, 167 respectively, of this Draft Prospectus as well as other financial information contained herein.

**The following factors have been considered for determining the materiality of Risk Factors:**

- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively;
- Some events may not be material at present but may have material impact in 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 of the Company used in this section is derived from our consolidated financial statements under Indian GAAP, as restated in this Draft Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviations” beginning on page 1 of this Draft Prospectus. 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.

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



## **INTERNAL RISKS**

### **A. BUSINESS RELATED RISKS**

- 1. There are outstanding legal proceedings involving our Company, Promoters, Directors and Group Companies. Any adverse decision in such proceeding may have a material adverse effect on our business, results of operations and financial condition.*

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

A classification of legal proceedings is mentioned below:

<b>Nature of Case</b>	<b>Number of cases</b>	<b>Amount involved*(₹)</b>
<b>TAX PROCEEDINGS</b>		
<b>Company</b>		
Direct Tax	2	Unascertained
Indirect Tax	Nil	Nil
<b>Promoters</b>		
Direct Tax	17	2,21,42,004
Indirect Tax	Nil	Nil
<b>Group Companies</b>		
Direct Tax	8	61,231
Indirect Tax	Nil	Nil
<b>Directors #</b>		
Direct Tax	2	94,763
Indirect Tax	Nil	Nil
<b>OTHER MATTERS BASED ON MATERIALITY</b>		
Civil Matter	1	46,46,808

\*To the extent quantifiable excluding interest and penalty thereon

# Directors excluding Promoters

For further details of litigation proceedings, please refer the chapter titled “*Outstanding Litigations and Material Developments*” on page 178 of this Draft Prospectus.

- 2. We require several approvals, NOCs, licenses, registrations and permits in the ordinary course of our business. Some of the approvals are required to be transferred in the name of “Gretex Corporate Services Limited” from “Gretex Corporate Services Private Limited” pursuant to name change of our company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.*

We require several approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. Also, we were a private limited company in the name of “Gretex Corporate Services Private Limited” which was carrying business. After complying with the relevant procedure of Companies Act, 2013, the said private limited company was converted into a public limited company in the year 2021. After conversion there was change of name of the company from “Gretex Corporate Services Private Limited” to “Gretex Corporate Services Limited”. We shall be taking necessary steps for transferring the approvals in new name of our Company. In case we fail to transfer/obtain the same in name of the Company the same may adversely affect our business or we may not be able to carry our business. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. Also, Company is in process for applying registration under West Bengal Shops and Establishments Act, 1963 for our Kolkata Office and Company is in process for renewal of Certificate of Enlistment under Kolkata Municipal Corporation Act, 1980. For more information, see chapter “*Government and Other Statutory Approvals*” on page 182 of this Draft Prospectus.

Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. For more information, see chapter “*Government and Other Statutory Approvals*” on page 182 of this Draft Prospectus

***3. If we are unable to respond to the demands of our existing and new clients, or adapt to technological changes or advances, our business and growth could be adversely affected.***

The financial services industry is characterized by increasingly complex and integrated infrastructure and services, new and changing business models and rapid technological and regulatory changes. Our clients’ needs and demands for our services evolve with these changes. Our future success will depend, in part, on our ability to respond to our clients’ demands for new services, capabilities and technologies on a timely and cost-effective basis. We also need to adapt to technological advancements and keep pace with changing regulatory standards to address our clients’ increasingly sophisticated requirements. Transitioning to these new technologies may be disruptive to our resources and the services we provide and may increase our reliance on third-party service providers. If we fail to adapt or keep pace with new technologies in a timely manner, provide customers with better services and user experience, or retain and attract skilled technology staff, it could harm our ability to compete, decrease the value of our services to our clients, and adversely affect our business and future growth.

***4. Our inability to implement our business strategy or effectively manage our growth could have an adverse effect on our business, results of operations and financial condition***

Our company was incorporated on September 05, 2008 with Registrar of Companies, Kolkata, West Bengal. Initially, the company was engaged in the business was providing project finance services to companies through banks and financial institutions. In the year 2011 the company started providing services of capital market such as Direct listing of companies to BSE Limited. This new venture gave management an interest to explore more opportunities in capital market. So, in the year 2013 company applied for the license of merchant banking with Securities and Exchange Board of India (SEBI). SEBI has provided company with Initial Certificate of Registration which was valid for a period of 5 years. So, we have an operating history of just 6 years in the Merchant banking division. With our limited operating history, potential investors may not be able to analyze our past performances or future prospects. Further, we cannot assure you that our growth strategies will be successful or that we will be able to continue to expand our operations. In order to manage our growth effectively, we must implement, upgrade and improve our operational systems and procedures on a timely basis. If we fail to do so or if there are weaknesses in our existing procedures, we may not be able to meet our customers’ needs effectively or operate our business effectively. Moreover, our ability to sustain our rate of growth depends significantly upon our ability to select and retain key managerial personnel, maintaining effective risk management policies and training managerial personnel to address emerging challenges. We cannot assure you that our existing or future management, operational and financial systems, procedures and controls will be adequate to support future operations, or establish or develop business relationships beneficial to future operations. Failure to manage growth effectively could have an adverse effect on our business and results of operations.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

***5. We continue to explore the diversification of our business and the implementation of new services. These diversifications and our other strategic initiatives may not be successful, which may adversely affect our business and results of operations.***

In order to achieve our goal, we are constantly evaluating the possibilities of expanding our business through new models, innovations and/or starting new services. Although we believe that there are synergies between our current business and our expansion plans, we do have experience or expertise in these new areas. These new businesses and modes of delivery and the implementation of our strategic initiatives may pose significant challenges to our administrative, financial and operational resources, and additional risks, including some of which we are not aware of. The early stages and evolving nature of some of our businesses also make it difficult to predict competition and consumer demand therein. Our strategic initiatives require capital and other resources, as well as management attention, which could place a burden on our resources and abilities. In addition, we cannot assure you that we will be successful

in implementing any or all of our key strategic initiatives. If we are unable to successfully implement some or all of our key strategic initiatives in an effective and timely manner, or at all, our ability to maintain and improve our leading market position may be negatively impacted, which may have an adverse effect on our business and prospects, competitiveness, market position, brand name, financial condition and results of operations.

**6. We face intense competition in our businesses, which may limit our growth and prospects. Our Company faces significant competition from other financial advisors.**

We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation and price. Our competitors may have advantages over us, including, but not limited to:

- Substantially greater financial resources;
- Longer operating history than in certain of our businesses;
- Greater brand recognition among consumers;
- Larger customer bases in and outside India; or
- More diversified operations which allow profits from certain operations to support others with lower profitability. These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

**7. We have not made any provisions for decline in value of our Investments.**

Our company has made investment in equity shares of quoted and unquoted securities aggregating to ₹ 115.38 Lakhs and ₹ 367.67 Lakhs respectively as on March 31, 2021 as per Restated Consolidated Financial Statements. The market value of our quoted investments on a consolidated basis is ₹ 102.33 lakhs. Further we are not able to correctly access the value of our unquoted investments as there is no traded market for such shares.

We have not made any provision for the decline in value of our investments as we intend to hold such investments for long tenure and we believe we would be able to monetise such investments at above our book values in the future. Any reduction in value or our inability to monetise such investments on the future could materially adversely affect our results of operations and financial conditions.


**8. 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 Issue Price.**

In the last 12 months, we have made allotments of Equity Shares (Other than bonus issue) to our Promoter and Selling Shareholder, which is lower than the Issue Price. The details of the same are mentioned below:

Name of the Allottees	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for allotment
Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	2,44,995	10	82	Expansion of capital

For further details relating to date of allotment etc. please refer to section titled “Capital Structure” on page 54 of this Draft Prospectus. The Issue Price is not indicative of the price that will prevail in the open market following listing of the Equity Shares.

**9. Our Company is using a registered trademark which originally is owned by and registered in the name of our group company Gretex Industries Limited.**

As on the date of this Draft Prospectus the trademark currently used by our Company  is registered in the name of our group company Gretex Industries Limited. The said trademark is being used by the Company vide No Objection Certificate (“NOC”) dated May 10, 2021 granted by our group company Gretex Industries Limited on perpetual basis. Further, we cannot assure that said trademark being used by the Company will not be invalidated or circumvented. For further details, pertaining to our intellectual property, please refer to the chapter titled “Our Business” beginning on page 89 of this Draft Prospectus.

***10. Our inability to manage growth could disrupt our business and reduce our profitability. We propose to expand our business activities in coming financial years.***

We expect our future growth to place significant demands on both our management and our resources. This will require us to continuously evolve and improve our operational, financial and internal controls across the organisation. In particular, continued expansion increases the challenges we face in:

- Our ability to acquire and retain clients for our services;
- Services, products or pricing policies introduced by our competitors;
- Capital expenditure and other costs relating to our operations;
- The timing and nature of, and expenses incurred in, our marketing efforts;
- Recruiting, training and retaining sufficient skilled technical and management personnel;
- Adhering to our high quality and process execution standards;
- Maintaining high levels of customer satisfaction;
- Developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, and other internal systems.

You should not rely on yearly comparisons of our results of operations as indicators of future performance. It is possible that in some future periods our results of operations may be below the expectations of public, market analysts and investors. If we are unable to manage our growth it could have an adverse effect on our business, results of operations and financial condition.

***11. If we are unable to renew our existing leases or secure new leases for our existing or premises, or offices on commercially acceptable terms, or if we fail to comply with the terms and conditions of our leases resulting in termination of our leases, it could have a material adverse effect on our business, financial condition and results of operations.***

The registered office that we are currently operating from is on leased/licensed basis. We typically enter into lease agreements for a period of 5 year for our offices. For details on the duration of existing leases for our delivery centres, see "Our Business" on page 89 of this Draft Prospectus. In the event that if we fail to comply with the terms and conditions of our lease or that these existing leases are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected. In addition, any adverse development relating to the landlord's title or ownership rights to such properties may entail incurring significant legal expenses and adversely affect our operations, a significant interest penalty for any delays in payment of rent and fixed price escalation clauses that provide for a periodic increase in rent. If our sales do not increase in line with our rent and costs, our profitability and results of operations could be adversely affected.

***12. In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors and Key Management Personnel may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors and Key Management Personnel may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

***13. Our Company has a negative cash flow in its operating activities as well as investing activities in the past 3 years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company had negative cash flows from our operating activities as well as investing activities in the previous year(s) as per the Restated Consolidated Financial Statements and the same are summarized as under:



(₹ in lakhs)

Particulars	March 31, 2021	March 31, 2020	March 31, 2019
Net Cash from Operating Activities	78.70	(49.37)	17.59
Net Cash from Investing Activities	(102.99)	(31.59)	(43.17)
Net Cash from Financing Activities	34.00	84.41	36.45
<b>Net Increase/ (Decrease) in Cash &amp; Cash Equivalents</b>	<b>9.70</b>	<b>3.46</b>	<b>10.87</b>

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans, and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

**14. Our group companies have incurred losses and are not profitable.**

Our group companies such as Gretex Industries Limited, Gretex Share Broking Private Limited were performing well until financial year 2018-2019, but then during the financial year 2019-2020 & 2020-201 they have incurred losses. Whereas Signageus Value Advisors Private Limited had incurred loss in the financial year 2017-2018 but have been profitable since then. The below tables show the financial performances of the same.

(₹ in Lakh)

Particulars	FY 2021	FY2020	FY2019
Gretex Industries Limited	(31.84)	(22.93)	2.17
Gretex Share Broking Private Limited	(41.26)	(227.12)	3.94

(₹ in Lakh)

Particulars*	FY 2020	FY2019	FY2018
Apsara Selections Limited	(8.58)	(7.99)	(10.26)
Afterlink Infraprojects Private Limited	(0.07)	(0.04)	(0.04)
Ambtion Tie-Up Private Limited	(43.92)	(0.79)	(0.12)
Signageus Value Advisors Private Limited	39.81	0.54	(1.46)

\* Financial for the FY 21 are yet to be prepare.

No assurance can be given that in the coming future the group companies would be profitable, so the losses in these companies could have an impact on the consolidated financials of our company.

**15. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.**

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

**16. One of our KMP and Compliance officer are yet to appear for the NISM examination w.r.t. Merchant Banking and Compliance officer certification and obtain the certificate to perform SEBI regulated activities.**

As per SEBI (Certification of Associated Persons in the Securities Markets Regulations, 2007) a notification dated August 2, 2013, Ref. No. LAD-NRO/GN/2013-14/15/6319 has specified NSIM examination to be the requisite standard for at least two associated persons designated as Key Management Personnel who perform SEBI regulated activities such as initial public offer, further public offer, Open Offer, Buy-back, Delisting; deal with the issuers in connection with activities mentioned above, deal with intermediaries associated with activities mentioned above and who act as designated Compliance Officer dealing with the activities mentioned above and who submits Due Diligence Certificates to SEBI in connection with the activities mentioned above.

One of our KMP and Compliance officer are yet to appear for the NISM examination w.r.t. Merchant Banking and Compliance officer certification and obtain the certificate to perform SEBI regulated activities. As on date of filing of draft prospectus only one of our employee has a valid NISM certification w.r.t. Merchant Banking, and further one of our employee has applied for the NISM certification w.r.t. Merchant Banking and Compliance officer certification. Any failure to obtain the said certificates would have negative impact on the financial position of our company.

***17. We are subject to extensive statutory and regulatory requirements and supervision, which have material influence on, and consequences for, our business operations.***

Our business activities are subject to periodic inspection by regulatory authorities, such as SEBI. Any negative findings against us during such inspections may materially and adversely affect our business and results of operations. In the past, the regulatory authorities have issued administrative warnings, adverse observations and imposed a penalty on us in relation to non-compliance of certain provisions for an open offer assignment managed by us. An adjudication order in relation to an open offer assignment was passed against us and SEBI has imposed a penalty of Rs. 200,000/-. Any lapse in our operation in future may attract penalties which may have a impact on our financials.

***18. Brand recognition is important to the success of our business, and our inability to build and maintain our brand names will harm our business, financial condition and results of operation.***

Brand recognition is important to the success of our business. Establishing and maintaining our brand name in the industry or for people relying on services is critical to the success of the customer acquisition process of our business. Although, we expect to allocate significant number of resources, financial and otherwise, on establishing and maintaining our brands, no assurance can be given that our brand names will be effective in attracting and growing user and client base for our businesses or that such effort will be cost-effective, which may negatively affect our business, financial condition and results of operations.

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

This Issue comprises of an offer for sale of 64,000 Equity Shares by our Promoter Selling Shareholder, M/s. Bonanza Agency LLP. The proceeds from the Offer pertaining to the above sale shares will be paid to the aforesaid company and our Company will not receive any proceeds from the Offer for sale portion. For further details, please refer the chapter titled “*Objects of the Issue*” on page 66 of this Draft Prospectus.

***20. Our company had appointed Mr. Arvind Harlalka as an executive director of our company and use to pay remuneration to him for his services.***

As per companies act 2013 and rules made their under, managing director cannot be appointed as whole-time director in any other company apart from its wholly owned subsidiary. We had appointed Mr. Arvind Harlalka as an executive director of our company, during this time Mr. Arvind Harlalka was also managing our group company Gretex Industries Limited in the capacity of managing director. Since, he was appointed as managing director in Gretex Industries Limited, his appointment as executive director in our company turns out to be void. During the term of his appointment, he was paid remuneration as an executive director. After knowing about the non-compliance of relevant section of Companies Act 2013, we changed designation of Mr. Arvind Harlalka to Non-executive director. This may subject him to action in the future which may affect profitability, reputation and business of the Company.

***21. Significant security breaches in our computer systems and network infrastructure and fraud could adversely impact our business.***

We seek to protect all the computer systems and network infrastructure in our offices from physical break-ins as well as security breaches and other disruptive problems. Our systems are potentially vulnerable to data security breaches, whether by our employees, or our service providers or others that may expose sensitive data to unauthorized persons. Computer break-ins and power disruptions could affect the security of information stored in and transmitted through these computer systems and networks.

Also, there was an instance where our servers were under ransom attack and due to which our data got lost and got corrupted. To address these issues and to minimise the risk of security breaches we employ security systems, including firewalls and intrusion detection systems, conduct periodic testing for identification and assessment of potential vulnerabilities. However, these systems may not guarantee prevention of frauds, break-ins, damage and failure. A significant failure in security measures could have an adverse effect on our business. Data security breaches could lead to the loss of intellectual property or could lead to the public exposure of personal information (including sensitive financial and personal information) of our clients, investors or our employees. Any such security breaches or compromises of technology systems could result in institution of legal proceedings against us and potential imposition of penalties, which may have an adverse effect on our business and reputation.

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

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

**23. *We have not entered into any long-term contracts with any of our customers and typically operate on the basis of work orders, which could adversely impact our revenue and profitability.***

We do not have any long-term contracts with our customers and we provide services on basis of regular work order with our customers which could adversely affect the business of our company. We cater our services on an order-to-order basis. Our customers can terminate their relationship with us by giving notice and as such terms and conditions as mutually agreed upon, which could materially and adversely impact our business. Although we believe that we have satisfactory business relation with our customers and have received business from them in the past and will regularly receive the business in future also but there is no certainty that we will receive business in future from them and may affect our profitability.

**24. *Employee fraud or misconduct could harm us by impairing our ability to attract and retain clients and subject us to significant legal liability and reputational harm.***

Our business is exposed to the risk of employee misappropriation, fraud or misconduct. Our employees could make improper use or disclose confidential information, which could result in regulatory sanctions and serious reputational or financial harm. While we strive to monitor, detect and prevent fraud or misappropriation by our employees, through various internal control measures, we may be unable to adequately prevent or deter such activities in all cases. Our dependence upon automated systems to record and process transactions may further increase the risk that technical system flaws or employee tampering or manipulation of those systems will result in losses that are difficult to detect. While we have not been able to identify such issues in the past, there could be instances of fraud and misconduct by our employees, which may go unnoticed for certain periods of time before corrective action is taken. In addition, we may be subject to regulatory or other proceedings, penalties or other actions in connection with any such unauthorized transaction, fraud or misappropriation by our agents or employees, which could adversely affect our goodwill, business prospects and future financial performance. We may also be required to make good any monetary loss to the affected party. Even when we identify instances of fraud and other misconduct and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such fraud or other misconduct.

**25. *Our company has incurred a loss in the F.Y 2019-2020.***

Our company had incurred a loss in the financial year 2019- 2020. We currently derive our entire operational revenues from providing financial services to our clients. We depend on a limited number of customers for a significant portion of our revenues. In the financial year 2019-2020 due to down fall in ability to generate business led to operational loss for our company, there is no assurance that our company would keep on generating profits year on years to come. There might be instances which may or may not be in control of the company due to which the company may incur losses in future.

**26. *We have entered into related party transactions in the past and may continue to do so in the future.***

Our Company has entered into various transactions with our Promoters and associate companies. While we believe that all such transactions are conducted on arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions were not entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please see "Related Party Transactions" under the chapter "Consolidated Financial Statements as Restated" beginning on page 140 of the Draft Prospectus.

**27. *Our top 5 customers contribute major portion of our revenues for the period March 31, 2021. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top five and top ten customers contribute to a substantial portion of our revenues for the year ended March 31, 2021. The contribution of our top 5 and top 10 customers to our total revenue was 69.42% and 91.97% respectively for FY 2020-21. Any decline in our quality standards, growing competition and any change in the demand for our service by these customers may adversely affect our ability to retain them. We believe we have maintained good and long-term relationships with our customers. However, there can be no assurance that we will continue to have such long-term relationship with them, also any delay or default in payment by these customers may adversely affect our business, financial condition and results of operations. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability.

Due to COVID-19 pandemic, there may have been a temporary reduction in demand for our services and there may have been an overall slowdown in the industry. Further, such pandemic situations may also arise in the future and that could materially and adversely affect our business, financial condition and results of operations. Our growth has required and will continue to require increased investments in management personnel and systems, financial systems and controls, and office facilities. However, we cannot assure you that such investments will yield desired results and we may incur costs that we may not be able to recover. We may also be unable to hire additional qualified personnel to support the offering of a wider range of services. If we fail to manage our growth, we may experience operating inefficiencies, dissatisfaction among our client base, and lost revenue opportunities, which may adversely affect our business, results of operations and financial condition.

**28. *Our Promoters and Promoter Group will continue to retain majority control over the Company after the Issue, which will allow them to influence the outcome of matters submitted to shareholders for approval.***

Upon completion of the Issue, our Promoters and Promoter Group will own 73.48% of the Post-Issue Equity Share capital of the Company. As a result, the Promoters and Promoter Group will have the ability to exercise significant influence over all matters requiring shareholders' approval, including the election of directors and approval of significant corporate transactions. The Promoters and Promoter Group will also have an effective veto power with respect to any shareholder action or approval requiring a majority vote. Such concentration of ownership may also have the effect of delaying, preventing or deterring a change in control. For further details of Promoters' shareholding, please refer chapter titled "Capital Structure" beginning on page 54 of this Draft Prospectus.

**29. *The identification/ qualifying documents carry different name/spelling in case of one of our director, which may result in defamation of him resulting in the negative impact on our Company.***

Name of one of our non-executive independent director Mr. Gautam Gupta has been printed differently than his original name in PAN Card, which is a government identification proof. In PAN Card his name is written as Goutam Gupta whereas his original name is Gautam Gupta, which is correctly mentioned in identification/ qualifying documents except for PAN Card. This name difference may result in defamation of him resulting in negative impact on our Company.

**30. *Our Company may have potential conflicts of interest with our Group Company(s) as they have been authorized and engaged in similar line of business.***

Our Promoters have interests in other companies and entities that may compete with us, including other Group Companies that may conduct businesses with operations that are similar to ours. Our Promoters have also promoted other companies and may continue to do so. For details please refer to the Chapter titled "Our Management", "Our Group Entities" and "Our Promoters and Promoter Group" on page nos. 112, 132 and 126 respectively of this Draft Prospectus. Further, our Company has not entered into any non compete agreement with these companies and hence there can be no assurance of any conflict of interests which may arise in allocating or addressing business opportunities and strategies amongst our Company and our Group Company(s) in circumstances where our interests differ from theirs. In cases of conflict, our Promoter may favour other Companies in which our Promoter has an interest. Hence, conflict of interest may occur between our business and the businesses of our Group Companies which could have an adverse effect on our business, financial condition, results of operations and prospects

**31. *We are dependent on a number of Key Managerial Personnel and our senior management, and the loss of, or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

Our performance depends largely on the efforts, expertise and abilities of our Key Managerial Personnel, senior management, and our operational personnel who possess significant experience in the industry in which we operate. We believe that the inputs and experience of our KMP and senior management, in particular, and other key personnel are valuable for the development of our business, operations and the strategic directions taken by our Company. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. Moreover, we may be required to substantially increase the number of our qualified personnel in connection with any future growth plans, and we may face difficulty in doing so due to the intense competition in the technology industry for such personnel. We may also be required to increase our levels of employee compensation more rapidly than in the past in order to remain competitive in retaining.

Further, the COVID -19 pandemic has dynamically altered the approach on workplace hygiene and safety and continuity of operations while confirming with measures implemented by the central and state governments in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our senior management team contract COVID-19, it may potentially affect our operations. Further, in the event any of our employees' contract COVID-19, we may be required to quarantine our employees and shut down a part of or the entire operating facility as necessary. Risks arising on account of COVID-19 can also threaten the safe operation of our facility, loss of life, injuries and impact the well-being of our employees.

**32. *Our financing requirements and the deployment of the net proceeds of the Issue are based on management estimates and have not been independently appraised.***

Our financing requirements and the deployment of the net proceeds of the Issue are based on management estimates and have not been appraised by any bank or financial institution. In view of the highly competitive nature of the industry in which we operate, we may have to revise our management estimates from time to time and consequently our financing requirements and the expected deployment of the net proceeds of the Issue may also change.

**33. *Delays or defaults in payments from our clients could result into a constraint on our cash flows. The efficiency and growth of our business depends on timely payments received from our clients.***

Our operations involve extending credit period based on the milestone of the services offered to our customers. Further, as stated in the Notes to the Restated Consolidated Financial Statements, the balance appearing under trade receivables are subject to confirmation by the respective parties. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. Accordingly, we had and may continue to have high levels of outstanding receivables. In case of any delay or default is made in payment by our Customers or if our management fails to accurately evaluate the credit worthiness of our customers, the same may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in case of increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

**34. *Our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, etc. In the event of occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.***

Our company has obtained insurance coverage in respect of certain risks. Our significant accounting policies consists of, amongst others, standard fire and special perils, earthquakes, etc. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. 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 conditions and results of operations may be materially and adversely affected.



- 35. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter “*Objects of the Issue*” on page 66 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

- 36. *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, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholder’s investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “*Dividend Policy*” on page 139 of this Draft Prospectus.

- 37. *There were instances such has ransom attack on our system and lost of documents during shifting our registered office within the city limits. There may be such instances in future due to which there can be loss of data and such loss of data could result in negative impact on our company.***

In the year 2019, our Company’s registered office was shifted from Room no.102, 1st Floor, Kanakia Atrium-2 Chalaka Andheri - Kurla Road Andheri East, Mumbai – 400 093 Maharashtra to Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort Mumbai – 400 001, Maharashtra. During shifting some of our documents got lost and misplaced, we had file an FIR for the lost of documents at Rambai Ambedkar Marg Police Station, Fort Mumbai but we could not track the lost documents. Any occurrence of such incident in future result in loss of information which may have an adverse effect on our business and reputation.

- 38. *Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm the results of operations and our financial condition.***

Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, through collaborations, tie-ups, strategic alliances, partnerships or joint venture across the country and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. While we are currently evaluating opportunities and negotiating with several potential partners, we have not entered into any definitive agreements. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and marketing functions and the diversion of management’s time and focus from operating our business to addressing challenges pertaining to acquisition and integration. Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could result in our failure to realize the anticipated benefits of these acquisitions or investments cause us to incur unanticipated liabilities, and harm our business generally.

- 39. *Our financing agreements contain covenants that limit our flexibility in operating our business. Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business, results of operations and financial condition.***

As of March 31, 2021, our total outstanding indebtedness was ₹ 250.30 lakhs (including current maturities of our long term debt). Our company has taken secured loans from financial institution by creating a charge over our immovable properties in respect of loans/facilities availed by us. In the event we default in repayment of the loans/facilities availed



by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on our business, financial condition and results of operations.

Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our businesses. Further, our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition. Further, in the event that we fail to meet our debt servicing obligations under our financing documents, the relevant lender(s) could declare us to be in default, accelerate the maturity of our obligations or even sell our Company's movable and immovable assets. We cannot assure investors that in the event of any such acceleration we will have sufficient resources to repay these borrowings. Failure to meet obligations under debt financing agreements may have an adverse effect on our cash flows, business and results of operations. Our ability to meet our debt service obligations and to repay our outstanding borrowings will depend primarily upon the cash flows generated by our business. We cannot assure you that we will generate sufficient cash to enable us to service existing or proposed borrowings. Incurring significant indebtedness may limit our flexibility in planning for or reacting to changes in our business & industry and limit our ability to borrow additional funds. Further, our level of indebtedness has important consequences to our Company, such as:

- Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industry; affecting our credit rating;
- Limiting our ability to borrow more money both now and in the future.

If any of these risks were to materialize, our business and results of operations may be adversely affected. For further detail please refer to chapter titled "*Consolidated Financial Statements as Restated*" beginning on page 140 and financial indebtedness in chapter titled "*Financial Indebtedness*" on page 177 of this Draft Prospectus.

**40. *There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.***

In accordance with Indian law and practice, permission to list the Equity Shares will not be granted until after the Equity Shares have been issued and allotted. Approval will require all other relevant documents authorizing the issuing of our Equity Shares to be submitted. There could be a failure or delay in listing our Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

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

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

**42. *Negative publicity could adversely affect our revenue model and profitability.***

We work in the market where trust of the customers on us and upon the services provided by us matters a lot. Any negative publicity regarding our company or the services rendered by the company due to any other unforeseen events may affect our reputation and image which leads to the adverse effect on our business and goodwill as well.

**43. *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 Exchanges which require us to file unaudited financial results on a half yearly basis. 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.

**Issue Specific Risks:**

***44. There are restrictions on daily/weekly/monthly movements in the price of the Equity Shares, which may adversely affect a shareholders' ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.***

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

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

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

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

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

***46. You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.***

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in the Draft Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

***47. The Issue price of our Equity Shares may not be indicative of the market price of our Equity shares after the issue.***

The Issue price of our equity Shares has been determined by fixed price method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuation after the issue and may decline below the issue price. We

cannot assure you that you will be able to sell your Equity Shares at or above the Issue price. For further details you may refer chapter titled “*Basis for Issue Price*” beginning on the page 71 of this Draft prospectus.

Some of the factors which may affect our share price without limitations are as follows:

- Reports on research by analysts.
- Changes in revenue.
- Variations in growth rate of our financial indicators such as earning per share, income, profit etc.
- General Market Condition
- Domestic and International Economy.

***48. Sale of Equity Shares by our Promoters may adversely affect the Trading price of the Equity Shares.***

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

**EXTERNAL RISKS**

***49. The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted.***

The continuing effect of the COVID-19 pandemic on our business and operations is highly uncertain and cannot be predicted. In late calendar 2019, COVID-19, commonly known as “novel corona virus” was first reported in Wuhan, China. Since then, the virus has progressively spread globally too many countries. The World Health Organization declared the COVID-19 outbreak as a health emergency of international concern on January 30, 2020 and thereafter categorised the outbreak as a pandemic on March 11, 2020. In order to contain the spread of COVID-19 virus, the Government of India initially announced a 21-day lockdown on March 24, 2020, which, after being subject to successive extensions, is being relaxed currently. During the duration of the lockdown, there were several restrictions in place including travel restrictions and directive to all citizens to not move out of their respective houses unless essential. Whilst the lockdown required private, commercial and industrial establishments to remain closed, manufacturing units of essential commodities were permitted to be functional. The team members have been working from home during lockdown and have been able to execute their responsibilities and service clients without any disruption, difficulty or delay. Due to the rising number of infected cases of COVID-19 in the country, there is no certainty if additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of the pandemic. We cannot assure you that we may not face any difficulty in our operations due to such restrictions and such a prolonged instance of lockdown may adversely affect our business, financial condition and results of operations. Further, our ability to ensure the safety of our workforce and continuity of operations while confirming with measures implemented by the central and state governments in relation to the health and safety of our employees may result in increased costs. In the event a member or members of our senior management team contract COVID-19, it may potentially affect our operations. Further, in the event any of our employees contract COVID-19, we may be required to quarantine our employees and shut down a part of or the entire operating facility as necessary. Risks arising on account of COVID-19 can also threaten the safe operation of our facility, loss of life, injuries and impact the wellbeing of our employees. The ultimate impact will depend on a number of factors, many of which are outside our control. These factors include the duration, severity and scope of the pandemic, the impact of the pandemic on economic activity in India and globally, the eventual level of infections in India, and the impact of any actions taken by governmental bodies or health organisations (whether mandatory or advisory) to combat the spread of the virus. These risks could have an adverse effect on our business, results of operations, cash flows and financial condition. To the extent that the COVID19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this “*Risk Factors*” section.

***50. General economic and market conditions in India and globally could have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

Our business is highly dependent on economic and market conditions in India and other jurisdictions where we operate. General economic and political conditions in India, such as macroeconomic and monetary policies, industry-specific trends, mergers and acquisitions activity, legislation and regulations relating to the financial and securities industries, household savings rate, investment in alternative financial instruments, upward and downward trends in the market, business and financial sectors, volatility in security prices, perceived lack of attractiveness of the Indian capital markets, inflation, foreign direct investment, consumer confidence, currency and interest rate fluctuations, availability

of short-term and long-term market funding sources and cost of funding, could affect our business. Global economic and political conditions may also adversely affect the Indian economic conditions. Market conditions may change rapidly and the Indian capital markets have experienced significant volatility in the past. The Indian economy has had sustained periods of high inflation in the recent past. If inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse our employee costs may increase and the sales of many of our products and services may decline.

***51. Downturns or disruptions in the financial and capital markets could reduce transaction volumes, and could cause a decline in the business and impact our profitability.***

As a financial advisory and merchant banking company, our business is materially affected by conditions in the domestic and global financial and capital markets and economic conditions in India and throughout the world. Our operational revenues are derived from fees from advisory services, consultancy income and issue management across the equity capital market. Our revenue, scale of operations and, consequently, our profitability are largely dependent on favourable market conditions and political environment, investor sentiment, price levels of equity shares and other securities as well as other factors that affect the financial and capital markets in India and abroad. Capital markets are exposed to additional risks, including liquidity, interest rate and foreign exchange related risks. Any downturn or disruption in the markets specifically would have a material adverse effect on our results of operations. Even in the absence of a market downturn, we are exposed to substantial risk of loss due to market volatility. A market downturn would likely lead to a decline in the volume of transactions that we execute for our customers as well as a decrease in prices. Any decline in transactions would lead to a decline in our revenues received from fees.

**Industry Related Risks:**

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

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

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

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers' attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like our as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

**Other Risks:**

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is

chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceeds ₹ 1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹ 1,00,000/- pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

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

As stated in the reports of the Auditor included in this Draft Prospectus under chapter “*Consolidated Financial Statements as Restated*” beginning on page 140 of this Draft Prospectus. The financial statements included in this Draft Prospectus are based on financial information that is based on the audited Consolidated financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Draft Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Draft Prospectus. Accordingly, the degree to which the financial information included in this Draft Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Draft Prospectus should accordingly be limited.

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

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

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

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



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

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

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

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

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

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

**61. *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 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.

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

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

**63. *Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.***

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India’s economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely



affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

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

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

## SECTION IV: INTRODUCTION

### THE ISSUE

The following is the summary of the Issue:

<b>Equity Shares Offered<sup>(1)</sup></b> Present Issue of Equity Shares by our Company and the Promoter Selling Shareholder <sup>(2)</sup>	Issue of 3,01,600 Equity Shares of ₹ 10 each for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 512.72 Lakh
<b>Consisting of:</b>	
<b>Fresh Issue</b>	2,37,600 Equity Shares of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 403.92 Lakh
<b>Offer for Sale</b>	64,000 Equity Shares of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 108.80 Lakh
<b>which Comprises:</b>	
<b>Market Maker Reservation Portion</b>	15,200 Equity Shares of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 25.84 Lakh
<b>Net Issue to the Public</b>	2,86,400 Equity Shares of ₹ 10 each for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 486.88 Lakh
<b>Out of which<sup>(3)</sup>:</b>	
<b>Allocation to Retail Individual Investors for upto ₹ 2.00 Lakh</b>	1,43,200 Equity Shares of ₹ 10 each at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 243.44 Lakh
<b>Allocation to Non-Institutional Investors for above ₹ 2.00 Lakh</b>	1,43,200 Equity Shares of ₹ 10 each at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) aggregating to ₹ 243.44 Lakh
<b>Pre and Post-Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	8,99,745 Equity Shares of ₹ 10 each
<b>Equity Shares outstanding after the Issue*</b>	11,37,345 Equity Shares of ₹ 10 each
<b>Objects of the Issue</b>	Please refer to the chapter titled “Objects of the Issue” beginning on page 66 of this Draft Prospectus

\*Assuming full allotment

<sup>(1)</sup>This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please see the section titled “Issue Related Information” beginning on page no. 194 of this Draft Prospectus.

<sup>(2)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated April 01, 2021 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on April 12, 2021.

The Offer for Sale has been authorised by the Promoter Selling Shareholder by his consent letter dated May 13, 2021 and the No. of Equity Shares offered are as follows:

Name of the Promoter Selling Shareholder	No. of Equity Shares Offered
M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	64,000

The Promoter Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Promoter Selling Shareholder has also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

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<sup>(3)</sup>As per Regulation 253(2) of the SEBI (ICDR) Regulations, 2018, as amended from time to time, the allocation in the net issue to the public category shall be made as follows:

(a) Minimum 50% (fifty percent) 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 specified securities applied for;

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

Explanation to Regulations 253 of ICDR Regulations, 2018: If the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

For further details please refer to the chapter titled "Issue Structure" beginning on page 200 of this Draft Prospectus.

**SUMMARY OF FINANCIAL INFORMATION**

<b>ANNEXURE - I</b>			
<b>RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSET AND LIABILITIES</b>			<b>(Rs. In Lakh)</b>
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	89.97	65.48	65.48
Reserve and Surplus (excluding Revaluation Reserves, if any)	537.90	308.67	469.02
Share Application Money Pending Allotment	-	-	-
<b>Non-Current Liabilities</b>			
Long-term Borrowings	226.04	250.30	249.66
Deferred tax Liabilities (Net)	27.60	24.28	22.89
<b>Current Liabilities</b>			
Short-term Borrowings	-	113.53	-
Trade Payables	-	-	-
Other Current Liabilities	129.71	75.97	137.53
Short-term Provisions	-	-	1.58
<b>Total</b>	<b>1,011.22</b>	<b>838.21</b>	<b>946.16</b>
<b>II. Asset</b>			
<b>Non-Current Asset</b>			
Fixed Asset			
(i) Tangible Asset	317.54	328.32	341.25
Non-Current Investment	483.05	386.45	389.38
Long-term Loan and Advances	8.25	9.41	21.12
Other Non-Current Asset	-	39.59	-
<b>Current Asset</b>			
Trade Receivables	123.68	16.21	21.77
Cash and Cash Equivalents	29.02	19.31	15.85
Short-term Loan and Advances	18.65	8.98	116.85
Other Current Asset	31.03	29.95	39.94
<b>Total</b>	<b>1,011.22</b>	<b>838.21</b>	<b>946.16</b>

<b>ANNEXURE - II</b>			
<b>RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS</b>			<b>(Rs. In Lakh)</b>
<b>Particulars</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>
Revenue from Operations	298.26	114.61	314.58
Other Income	26.37	30.70	0.95
<b>Total Revenue</b>	<b>324.63</b>	<b>145.31</b>	<b>315.53</b>
<b>Expenses:</b>			
Employee Benefits Expenses	58.37	75.90	73.71
Finance Costs	29.11	29.74	23.59
Depreciation and Amortization Expense	15.38	15.90	15.89
Other Expenses	147.04	137.59	171.84
<b>Total Expenses</b>	<b>249.90</b>	<b>259.14</b>	<b>285.03</b>
Profit before exceptional and extraordinary items and tax (A-B)	<b>74.73</b>	<b>(113.83)</b>	<b>30.50</b>
Exceptional/Prior Period items	-	-	-
<b>Profit before extraordinary items and tax</b>	<b>74.73</b>	<b>(113.83)</b>	<b>30.50</b>
Extraordinary items	-	-	-
<b>Profit Before Tax</b>	<b>74.73</b>	<b>(113.83)</b>	<b>30.50</b>
Provision for Tax			
- Current Tax	0.00	-	1.58
- Deferred Tax Liability / (Asset)	3.32	1.38	3.95
<b>Restated profit after tax for the period from continuing operations</b>	<b>71.41</b>	<b>(115.21)</b>	<b>24.97</b>
Share of Profit/(Loss) Transferred to Minority Interest	-	-	-
Share of profit/(Loss) of Associates			
Ambuja Technologies Private Limited	-	9.29	0.13
Sankhu Merchandise Private Limited	0.04	0.11	0.03
Gretex Share Broking Private Limited	(9.91)	(54.53)	-
<b>Restated profit for the period</b>	<b>61.54</b>	<b>(160.35)</b>	<b>25.13</b>

<b>ANNEXURE -III</b>			
<b>RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOW</b>			
			<b>(Rs. In Lakh)</b>
<b>Particulars</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax	74.73	(113.83)	30.50
<b>Adjustment for :</b>			
Add Depreciation	15.38	15.90	15.89
Add Finance Cot	29.11	29.74	23.59
Add Deferred Revenue Exp. Written off	39.59	11.41	4.00
Less Interest on Income Tax Refund	(0.69)	(0.84)	(0.32)
Less Interest received	-	-	(0.04)
Less Profit on sale of Investment	(14.94)	(1.88)	-
Add: Deferred Revenue Exp. Paid	-	(51.00)	-
<b>Operating profit before working capital changes</b>	<b>143.19</b>	<b>(110.49)</b>	<b>73.62</b>
<b>Adjustment for :</b>			
(Increase)/Decrease in Trade Receivable	(107.47)	5.56	(11.28)
(Increase)/Decrease in Short-term Loan and Advances	(9.68)	107.88	(111.01)
(Increase)/Decrease in Other Current Asset	(1.08)	9.99	(10.69)
Increase/(Decrease) in Other Current Liabilities	53.74	(61.57)	74.20
<b>Net Adjustments</b>	<b>(64.49)</b>	<b>61.87</b>	<b>(58.78)</b>
Cash generated from / (used in) operations	78.70	(48.63)	14.84
Income Tax Paid (Net)	-	(0.74)	2.75
<b>Net cash generated from/(used in) Operating Activities - (A)</b>	<b>78.70</b>	<b>(49.37)</b>	<b>17.59</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of tangible fixed assets	(4.60)	(2.98)	(6.35)
Sale / (Purchase ) of Investments	(100.24)	(40.33)	(37.80)
(Increase)/Decrease in Long-term Loan and Advances	1.16	11.72	0.94
Interest Received	0.69	-	0.04
<b>Net cash generated from/(used in) Investing Activities - (B)</b>	<b>(102.99)</b>	<b>(31.59)</b>	<b>(43.17)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Issue of Shares	200.90	-	-
Increase/(Decrease) in Long-term Borrowings	(24.25)	0.63	60.04
Increase/(Decrease) in Short-term Borrowings	(113.53)	113.53	-



Finance cost	(29.11)	(29.74)	(23.59)
<b>Net cash generated from/(used in) Financing Activities - (C)</b>	<b>34.00</b>	<b>84.41</b>	<b>36.45</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	<b>9.70</b>	<b>3.46</b>	<b>10.87</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>19.31</b>	<b>15.85</b>	<b>4.98</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>29.02</b>	<b>19.31</b>	<b>15.85</b>

*Note:-*

**1. Components of cash and cash equivalents:**

**(Rs. In Lakh)**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Cash on hands	0.73	18.16	3.80
Balances with Banks			
-In current accounts	28.29	1.15	12.05
<b>Total Cash and Cash Equivalents</b>	<b>29.02</b>	<b>19.31</b>	<b>15.85</b>

1. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

2. Figures in Brackets represents outflow.

3. The above statement should be read with significant accounting policies (Annexure IV) and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing I, II and III.

## GENERAL INFORMATION

Our Company was originally incorporated as “Dynamic Tradeserv Private Limited” on September 05, 2008 at Kolkata, West Bengal as a private limited company under the Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, the name of our Company was changed to “Gretex Corporate Services Private Limited” vide special resolution passed by the shareholders of our Company in their meeting held on May 28, 2013 and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on May 31, 2013, by the Registrar of Companies, West Bengal. Further, our Company was converted into Public Limited Company pursuant to special resolution passed by the shareholders of our Company in their meeting held on April 12, 2021 and the name of our Company was changed to “Gretex Corporate Services Limited” and a Fresh Certificate of Incorporation consequent upon conversion of Company to Public Limited dated May 12, 2021 was issued by Registrar of Companies, Mumbai, Maharashtra, being Corporate Identification Number U74999MH2008PLC288128.

For details in relation to the changes to the name of our Company, Registered office and other details, please refer to the chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 97 of this Draft Prospectus.

<b>BRIEF COMPANY AND ISSUE INFORMATION</b>	
<b>Registration Number</b>	288128
<b>Corporate Identification Number</b>	U74999MH2008PLC288128
<b>Address of Registered Office</b>	Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India <b>Tel:</b> +91 – 22 – 4002 5273 <b>Email:</b> info@gretexgroup.com <b>Website:</b> www.gretexcorporate.com
<b>Address of Branch Office</b>	Office No. 506, 5 <sup>th</sup> Floor, 90, Phears Lane, Kolkata – 700012, West Bengal, India <b>Tel:</b> +91 – 33 – 4006 9278
<b>Address of Registrar of Companies</b>	<b>Registrar of Companies, Mumbai</b> 100, Everest, Marine Drive, Mumbai – 400 002 <b>Tel:</b> +91 – 22 - 2281 2627 / 2202 0295 / 2284 6954
<b>Designated Stock Exchange</b>	<b>BSE Limited</b> P J Towers, Dalal Street, Fort, Mumbai – 400 001 Maharashtra, India
<b>Issue Programme</b>	Issue Opens on: [●] Issue Closes on: [●]
<b>Chief Financial Officer</b>	<b>Mr. Alok Harlalka</b> Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India <b>Tel:</b> +91 – 22 – 4002 5273 <b>Email:</b> mbk@gretexgroup.com <b>Website:</b> www.gretexcorporate.com
<b>Company Secretary and Compliance Officer</b>	<b>Mr. Janil Jain</b> Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India <b>Tel:</b> +91 – 22 – 4002 5273 <b>Email:</b> info@gretexgroup.com <b>Website:</b> www.gretexcorporate.com

## OUR BOARD OF DIRECTORS

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

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Mr. Alok Harlalka	Managing Director	54/10, BL-6, FL-3H, D.C.Dey Road, Tangra, Kolkata - 700015, West Bengal, India	02486575

Name	Designation	Address	DIN
Mrs. Pooja Harlalka	Executive Director	54/10, BL-6, FL-3H, D.C.Dey Road, Tangra, Kolkata - 700015, West Bengal, India	05326346
Mr. Arvind Harlalka	Non Executive Director	54/10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India	00494136
Mr. Robin Jain	Independent Director	P-269, Maniktala Main Road, Kankurgachi, Kolkata – 700054, West Bengal, India	09008889
Mr. Gautam Gupta	Independent Director	Flat- 3A, 3 <sup>rd</sup> Floor, Meridian Enclave, 297 Dum Dum Park, Bangur Avenue, Jessore Road, North 24 Parganas – 700055, West Bengal, India	06740979

For detailed profile of our Directors, refer “Our Management” on page 112 respectively of this Draft Prospectus.

#### INVESTOR GRIEVANCES:

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Issue and/or Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the Application Form was submitted, giving full details such as name of the sole or First Applicant, Application Form number, Applicant’s DP ID, Client ID, PAN, address of Applicant, number of Equity Shares applied for, ASBA Account number in which the amount equivalent to the Application Amount was blocked or the UPI ID (for Retail Individual Investors who make the payment of Application Amount through the UPI Mechanism), date of Application Form and the name and address of the relevant Designated Intermediary where the Application was submitted. Further, the Applicant shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove. All grievances relating to Applicants submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Applicant whose Application 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 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 Manager shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount

#### DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY:

LEAD MANAGER OF THE ISSUE	REGISTRAR TO THE ISSUE
<b>ARYAMAN FINANCIAL SERVICES LIMITED</b> 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Opp. P. J. Towers, (BSE Building), Fort, Mumbai – 400 001, Maharashtra, India <b>Tel. No.:</b> +91 – 22 – 6216 6999 <b>Email:</b> ipo@afsl.co.in <b>Investor Grievances Email:</b> feedback@afsl.co.in <b>Website:</b> www.afsl.co.in <b>Contact Person:</b> Mr. Vastal Ganatra <b>SEBI Registration No.:</b> INM000011344 <b>CIN:</b> L74899DL1994PLC059009	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, India <b>Tel. No.:</b> +91 – 22 – 6263 8200; <b>Email:</b> ipo@bigshareonline.com <b>Investor Grievance Email:</b> investor@bigshareonline.com; <b>Website:</b> www.bigshareonline.com <b>Contact Person:</b> Mr. Swapnil Kate <b>SEBI Registration No.:</b> INR000001385 <b>CIN:</b> U99999MH1994PTC076534

LEGAL ADVISOR TO THE ISSUE	STATUTORY AUDITOR OF THE COMPANY
<b>M/S. M. V. KINI LAW FIRM</b> Kini House, 6/39 Jangpura-B, New Delhi – 110014, India <b>Tel No.:</b> +91 – 11 – 24371038/39/ 40 <b>Mobile:</b> + 91 – 9899016169 <b>Email:</b> raj@mvkini.com <b>Website:</b> www.mvkini.com <b>Contact Person:</b> Ms. Raj Rani Bhalla	<b>M/S. GUPTA AGARWAL &amp; ASSOCIATES, CHARTERED ACCOUNTANTS,</b> Imax Lohia Square, 23, Gangadhar Babu Lane, 3 <sup>rd</sup> Floor, Room No. 3A, Kolkata – 700 012 <b>Tel No.:</b> +91 – 33-4604 1743 <b>Email:</b> guptaagarwal.associate@gmail.com <b>Contact Person:</b> Mr. Jay Shanker Gupta <b>Membership Number:</b> 059535 <b>Firm Registration No.:</b> 329001E <b>Peer Review No:</b> 009865

#### CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as mentioned below, there has been no change in the auditors of our Company during the last 3 years:

Sr. No.	Date of Change	From	To	Reason for change
1.	April 12, 2021	<b>M/s. Adesh &amp; Co., Chartered Accountants</b> B-1, Sohini Apartment, GA-11, Narayantalla West, Kolkata – 700059, West Bengal, India <b>Tel:</b> + 91 – 93303 24455 <b>Email:</b> adeshco@yahoo.co.in <b>Contact Person:</b> Mr. A.K. Jain <b>Membership No.:</b> 055953 <b>Firm Registration No.:</b> 322193E <b>Peer Review No:</b> N.A.	<b>M/s. Gupta Agarwal &amp; Associates, Chartered Accountants</b> 23, Gangadhar Babu Lane, Imax Lohia Square, 3rd Floor, Room No. 3A, Kolkata – 700012, West Bengal, India <b>Tel No.:</b> +91 – 33 - 4604 1743 <b>Email:</b> guptaagarwal.associate@gmail.com <b>Contact Person:</b> Mr. Jay Shanker Gupta <b>Membership No.:</b> 059535 <b>Firm Registration No.:</b> 329001E <b>Peer Review No:</b> 009865	Causal Vacancy

BANKER TO THE COMPANY	BANKERS TO THE ISSUE / SPONSOR BANK
[•]	[•]

#### SELF-CERTIFIED SYNDICATE BANKS

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Applicant, (other than an RII using the UPI Mechanism), not Applying through Syndicate or through a Registered Broker, may submit the ASBA Forms, is available at the above mentioned link, and at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form of Applicants is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time

#### INVESTORS BANKS OR ISSUER BANKS FOR UPI

In accordance with UPI Circulars, RIIs Applying via UPI Mechanism may apply through the SCSBs and mobile applications, whose names appear on the website of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>), as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' to the SEBI circular, bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

#### REGISTERED BROKERS

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

## **REGISTRAR AND SHARE TRANSFER AGENTS**

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

## **COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the website of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

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

Since Aryaman Financial Services Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Lead Manager is not required.

## **CREDIT RATING**

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

## **IPO GRADING**

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

## **EXPERT OPINION**

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

Our Company has received written consent from the Statutory Auditor namely, M/s. Gupta Agarwal & Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Consolidated Financial Statements dated June 06, 2021 and the Statement of Tax Benefits dated May 20, 2021, issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Draft Prospectus.

However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

## **TRUSTEES**

This is an issue of equity shares hence appointment of trustees is not required.

## **MONITORING AGENCY**

Since the proceeds from the Fresh Issue does not exceed ₹ 10,000 lakhs in terms of Regulation 262 (1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## **APPRAISAL AGENCY**

Our Company has not appointed any appraising agency for appraisal of the Project.

## **FILING OF ISSUE DOCUMENT**

The Draft Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Issue Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Draft Prospectus shall also be furnished to the board in a soft copy.

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 documents required to be filed under Section 26, Section 28 and Section 32 of the Companies Act, 2013 will be delivered to the Registrar of Company, Mumbai.

#### WITHDRAWAL OF THE ISSUE

Our Company and Promoter Selling Shareholder in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company and the Promoter Selling Shareholder withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

#### UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated June 10, 2021. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

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

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakh)	% of the Total Issue Size Underwritten
<b>ARYAMAN FINANCIAL SERVICES LIMITED</b> 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Opp. P. J. Towers, (BSE Building), Fort, Mumbai – 400 001, Maharashtra, India <b>Tel. No.:</b> +91 – 22 – 6216 6999 <b>Email:</b> ipo@afsl.co.in	2,86,400	486.88	94.96
<b>INTELLECT STOCK BROKING LIMITED</b> 232, Chittaranjan Avenue, 7 <sup>th</sup> Floor, Kolkata – 700006 <b>Tel. No.:</b> +91 – 33 – 40529204 <b>Email:</b> rpandey@intellectmoney.com	15,200	25.84	5.04
<b>TOTAL</b>	<b>3,01,600</b>	<b>512.72</b>	<b>100.00</b>

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account. In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above-mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above-mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Lead Manager shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the underwriting agreement, will also be required to



procure/subscribe to Equity Shares to the extent of the defaulted amount. If the Underwriter(s) fails to fulfil its underwriting obligations as set out in the Underwriting Agreement, the Lead Manager shall fulfil the underwriting obligations in accordance with the provisions of the Underwriting Agreement.

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

Our Company has entered into Market Making Agreement dated June 10, 2021, with the Lead Manager and Market Maker to fulfill the obligations of Market Making:

The details of Market Maker are set forth below:

<b>Name</b>	<b>Intellect Stock Broking Limited</b>
<b>Address</b>	232, Chittaranjan Avenue, 7 <sup>th</sup> Floor, Kolkata – 700 006
<b>Tel no.</b>	+91 – 98318 05555
<b>Email</b>	rpandey@intellectmoney.com
<b>Contact Person</b>	Mr. Ram Ishwar Pandey
<b>CIN</b>	U67120WB2005PLC10689I
<b>SEBI Registration No.</b>	INZ000191632
<b>Market Maker Registration No</b>	SMEMM0624822102018

Intellect Stock Broking Limited, registered with SME Platform of BSE Limited will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

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

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

- 1) The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
- 2) The minimum depth of the quote shall be ₹ 1.00 Lakh. However, the investors with holdings of value less than ₹ 1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue) Any Equity Shares allotted to Market Maker under this Issue over and above 25% of equity shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
- 4) There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- 5) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
- 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Intellect Stock Broking Limited is acting as the sole Market Maker.
- 7) The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under the BSE Limited and SEBI circulars.

- 8) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 9) The Market Maker shall have the right to terminate said arrangement by giving a three month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.
- 10) In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) 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. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) 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 5 (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) BSE SME Exchange will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.
- 12) BSE SME Exchange 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 (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership.
- 13) 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.
- 14) 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 following spread will be applicable on the SME Exchange Platform.

S. 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

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

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

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

**On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.**

## CAPITAL STRUCTURE

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

Sl. No.	Particulars	Amount (₹ in Lakh except share data)	
		Aggregate Nominal Value	Aggregate value at Issue Price
<b>A.</b>	<b>Authorised Share Capital</b>		
	12,00,000 Equity Shares of ₹ 10 each	120.00	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	8,99,745 Equity Shares of ₹ 10 each	89.97	-
<b>C.</b>	<b>Present Issue in terms of this Draft Prospectus<sup>(1)</sup></b>		
	Issue of 3,01,600 Equity Shares of ₹ 10 each for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share)	30.16	512.72
	<i>Consisting of:</i>		
	Fresh Issue of 2,37,600 Equity Shares of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share)	23.76	403.92
	Offer for Sale of 64,000 Equity Shares of ₹ 10 each fully paid-up of our Company for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share)	6.40	108.80
	<i>Which comprises:</i>		
<b>D.</b>	<b>Reservation for Market Maker portion</b>		
	15,200 Equity Shares of ₹ 10 each for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share)	1.52	25.84
<b>E.</b>	<b>Net Issue to the Public</b>		
	2,86,400 Equity Shares of ₹ 10 each for cash at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share)	28.64	486.88
	<i>Of which<sup>(2)</sup>:</i>		
	1,43,200 Equity Shares of ₹ 10 each at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) will be available for allocation to Retail Individual Investors of up to ₹ 2.00 Lakh	14.32	243.44
	1,43,200 Equity Shares of ₹ 10 each at a price of ₹ 170 per Equity Share (including premium of ₹ 160 per Equity Share) will be available for allocation to Non-Institutional Investors including Qualified Institutional Buyers of above ₹ 2.00 Lakh	14.32	243.44
<b>F.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	11,37,345 Equity Shares of ₹ 10 each	113.73	-
<b>G.</b>	<b>Securities Premium Account</b>		
	Before the Issue	761.37	
	After the Issue	1,141.53	

- The present Issue of has been authorized pursuant to a resolution of our Board of Directors dated April 01, 2021 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held with a shorter notice on April 12, 2021.

The Offer for Sale has been authorised by the Promoter Selling Shareholder by his consent letter dated May 13, 2021 and the No. of Equity Shares offered are as follows:

Name of the Promoter Selling Shareholder	No. of Equity Shares Offered
M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	64,000

The Promoter Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Promoter Selling Shareholder has also severally confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

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 spill over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

## CLASS OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10 each. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Draft Prospectus.

## NOTES TO CAPITAL STRUCTURE

### 1. History of Issued and Paid-Up Share Capital of our Company

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

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Cumulative Securities Premium (₹)
Upon Incorporation	10,000	10	10	Cash	Subscription to MoA <sup>(i)</sup>	10,000	1,00,000	-
March 31, 2009	16,150	10	100	Cash	Further Allotment <sup>(ii)</sup>	26,150	2,61,500	14,53,500
March 31, 2010	3,000	10	100	Cash	Further Allotment <sup>(iii)</sup>	29,150	2,91,500	17,23,500
May 24, 2010	9,000	10	1,000	Cash	Further Allotment <sup>(iv)</sup>	38,150	3,81,500	1,06,33,500
June 11, 2013	1,30,100	10	300	Cash	Further Allotment <sup>(v)</sup>	1,68,250	16,82,500	4,83,62,500
July 18, 2013	3,36,500	10	Nil	Other than Cash	Bonus Issue <sup>(vi)</sup>	5,04,750	50,47,500	4,49,97,500
February 19, 2014	1,50,000	10	100	Cash	Further Allotment <sup>(vii)</sup>	6,54,750	65,47,500	5,84,97,500
July 14, 2020	60,975	10	82	Cash	Preferential Issue <sup>(viii)</sup>	7,15,725	71,57,250	6,28,87,700
July 16, 2020	60,975	10	82	Cash	Preferential Issue <sup>(ix)</sup>	7,76,700	77,67,000	6,72,77,900
July 18, 2020	60,975	10	82	Cash	Preferential Issue <sup>(x)</sup>	8,37,675	83,76,750	7,16,68,100
July 22, 2020	60,975	10	82	Cash	Preferential Issue <sup>(xi)</sup>	8,98,650	89,86,500	7,60,58,300
July 23, 2020	1,095	10	82	Cash	Preferential Issue <sup>(xii)</sup>	8,99,745	89,97,450	7,61,37,140

(i) *Initial Subscribers to the Memorandum of Association of our Company:*

Sr. No.	Name	No. of Equity Shares
1.	Mr. Arvind Harlalka	5,000
2.	Mr. Sumit Harlalka	5,000
<b>Total</b>		<b>10,000</b>

(ii) *Allotment of 16,150 Equity Shares on March 31, 2009:*

Sr. No.	Name	No. of Equity Shares
1	Mr. Sumit Harlalka	2,400
2	Bhuthnath Agency Private Limited	2,000
3	Arvind Harlalka HUF	2,000
4	Mr. Bajaj Kr. Manoj	2,000
5	Mr. MukeshKumar Lahoti	2,000
6	Everbright Vyappar Private Limited	1,000
7	Abhisek Dealer Private Limited	1,000
8	Mrs. Pooja Harlalka	1,000
9	Ms. Sashi Harlalka	1,000
10	Mr. Alok Harlalka	750
11	Alok Harlalka HUF	500
12	Mr. Arvind Harlalka	500
<b>Total</b>		<b>16,150</b>

(iii) *Allotment of 3,000 Equity Shares on March 31, 2010:*

Sr. No.	Name	No. of Equity Shares
1	Mr. Ashish Jain	1,000
2	Mr. Rajendra Bajoria	1,000
3	Mrs. Sudha Jain	1,000
<b>Total</b>		<b>3,000</b>

(iv) *Allotment of 9,000 Equity Shares on May 24, 2010:*

Sr. No.	Name	No. of Equity Shares
1	Brilliant Commosales Private Limited	1,000
2	Desire Financial Consultants Private Limited	1,000
3	Marina Commodeal Private Limited	1,000
4	Matrix Vintrade Private Limited	1,000
5	Oasis Tradewings Private Limited	1,000
6	Relax Vintrade Private Limited	1,000
7	Risewll Sales Private Limited	1,000
8	Topaz Vanijya Private Limited	1,000
9	Topstar Dealers Private Limited	1,000
<b>Total</b>		<b>9,000</b>

(v) *Allotment of 1,30,100 Equity Shares on June 11, 2013:*

Sr. No.	Name	No. of Equity Shares
1	Apsara Selection Private Limited	63,400
2	Sherwood Securities Private Limited	16,700
3	Talent Investment Co Private Limited	50,000
<b>Total</b>		<b>1,30,100</b>



(vi) *Bonus Issue of 3,36,500 Equity Shares in the ratio of 2 (Two) Equity Shares for every 1 (One) Equity Shares held (i.e. the ratio of 2:1 equity shares) on July 18, 2013:*

Sr. No.	Name	No. of Equity Shares
1	Apsara Selections Private Limited	1,26,800
2	Talent Investment Co Private Limited	1,03,000
3	Sherwood Securities Private Limited	33,400
4	Ambuja Technologies Private Limited	16,000
5	Gretex Industries Private Limited	16,000
6	Mr. Sumit Harlalka	14,800
7	Mr. Arvind Harlalka	11,000
8	Arvind Harlalka HUF	4,000
9	Mr. Manoj Kr Bajaj	4,000
10	Mrs. Pooja Harlalka	2,000
11	Ms. Sashi Harlalka	2,000
12	Mr. Alok Harlalka	1,500
13	Mr. Ashish Jain	1,000
14	Alok Harlalka HUF	1,000
<b>Total</b>		<b>3,36,500</b>

(vii) *Allotment of 1,50,000 Equity Shares on February 19, 2014:*

Sr. No.	Name	No. of Equity Shares
1	Apsara Selections Private Limited	90,000
2	Ambuja Technologies Private Limited	30,000
3	Sherwood Securities Private Limited	30,000
<b>Total</b>		<b>1,50,000</b>

(viii) *Preferential Issue of 60,975 Equity Shares on July 14, 2020:*

Sr. No.	Name	No. of Equity Shares
1.	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	60,975
<b>Total</b>		<b>60,975</b>

(ix) *Preferential Issue of 60,975 Equity Shares on July 16, 2020:*

Sr. No.	Name	No. of Equity Shares
1.	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	60,975
<b>Total</b>		<b>60,975</b>

(x) *Preferential Issue of 60,975 Equity Shares on July 18, 2020:*

Sr. No.	Name	No. of Equity Shares
1.	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	60,975
<b>Total</b>		<b>60,975</b>

(xi) *Preferential Issue of 60,975 Equity Shares on July 22, 2020:*

Sr. No.	Name	No. of Equity Shares
1.	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	60,975
<b>Total</b>		<b>60,975</b>

(xii) *Preferential Issue of 1,095 Equity Shares on July 23, 2020:*

Sr. No.	Name	No. of Equity Shares
1.	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	1,095
<b>Total</b>		<b>1,095</b>

## 2. Issue of Equity Shares for Consideration other than Cash.

We have not issued any Equity Shares for consideration other than cash, except as follows:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Benefits accrued to our Company	Allottees	No. of Shares Allotted
July 18, 2013	3,36,500	10	Nil	Bonus Issue in the ratio of 2 equity shares for every 1 equity share held	Capitalization of Securities Premium Account of the Company	Apsara Selections Private Limited	1,26,800
						Talent Investment Co Private Limited	1,03,000
						Sherwood Securities Private Limited	33,400
						Ambuja Technologies Private Limited	16,000
						Gretext Industries Private Limited	16,000
						Mr. Sumit Harlalka	14,800
						Mr. Arvind Harlalka	11,000
						Arvind Harlalka HUF	4,000
						Mr. Manoj Kr Bajaj	4,000
						Mrs. Pooja Harlalka	2,000
						Ms. Sashi Harlalka	2,000
						Mr. Alok Harlalka	1,500
						Mr. Ashish Jain	1,000
Alok Harlalka HUF	1,000						

- Our Company has not allotted any Equity Shares pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and Section 230-234 of the Companies Act, 2013.
- We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
- Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

## 6. Issue of Equity Shares at price lower than the Issue Price during the preceding 1 (one) year

Except as disclosed below, our Company has not issued any Equity Shares at a price lower than the Issue Price during a period of one year preceding the date of this Draft Prospectus.

Date of Allotment	Name of the Allottees	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Promoters / Promoter Group	Reasons for allotment
July 14, 2020	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	60,975	10	82	Yes	Expansion of capital
July 16, 2020	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	60,975	10	82	Yes	Expansion of capital
July 18, 2020	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	60,975	10	82	Yes	Expansion of capital
July 22, 2020	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	60,975	10	82	Yes	Expansion of capital
July 23, 2020	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	1,095	10	82	Yes	Expansion of capital
	<b>Total</b>	<b>2,44,995</b>				

## 7. Our Shareholding Pattern

a) The table below presents the current shareholding pattern of our Company as on the date of this Draft Prospectus.

Category (I)	Category of shareholder(II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full 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 (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
								Class-Equity	Class	Total								
A	Promoters & Promoter Group	10	8,99,745	-	-	8,99,745	100.00%	8,99,745	-	8,99,745	100.00%	-	100.00%	-	-	-	-	8,99,745
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non - Promoter Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>10</b>	<b>8,99,745</b>	<b>-</b>	<b>-</b>	<b>8,99,745</b>	<b>100.00%</b>	<b>8,99,745</b>	<b>-</b>	<b>8,99,745</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,99,745</b>

- b) **List of shareholders holding 1% or more of the paid-up capital of our Company as on date of this Draft Prospectus:**

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	6,83,295	75.94
2.	M/s. Talent Investment Co Private Limited	1,54,500	17.17
3.	Mr. Sumeet Harlalka	22,200	2.47
4.	Mr. Arvind Harlalka	16,500	1.83

- c) **List of shareholders holding 1% or more of the paid-up capital of our company as on date ten days prior to the date of the Draft Prospectus:**

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	6,83,295	75.94
2.	M/s. Talent Investment Co Private Limited	1,54,500	17.17
3.	Mr. Sumeet Harlalka	22,200	2.47
4.	Mr. Arvind Harlalka	16,500	1.83

- d) **List of shareholders holding 1% or more of the paid-up capital of our company as on date one year prior to the date of the Draft Prospectus:**

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	4,38,300	66.94
2.	Talent Investment Co. Private Limited	1,54,500	23.60
3.	Mr. Sumeet Harlalka	22,200	3.39
4.	Mr. Arvind Harlalka	16,500	2.52

- e) **List of shareholders holding 1% or more of the paid-up capital of our company as on date two year prior to the date of the Draft prospectus:**

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	2,32,800	35.56
2.	Talent Investment Co Private Limited	1,54,500	23.60
3.	Ms. Pooja Harlalka	78,500	11.99
4.	Mr. Alok Harlalka	72,250	11.03
5.	Mr. Sumeet Harlalka	52,200	7.97
6.	Ms. Sashi Harlalka	33,000	5.04
7.	Mr. Arvind Harlalka	16,500	2.52

- f) Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Draft Prospectus.

- g) Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

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

## 9. Details of our Promoters Shareholding

As on the date of this Draft Prospectus, our Promoters hold 75.94% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

### a) Build-up of our Promoters shareholding in Our Company

#### (i) Mr. Arvind Harlalka

Date of Allotment/ Transfer	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition /Transfer Price (₹)	Nature of Consideration	Nature of transaction	% of pre- Issue equity share capital	% of post Issue equity share capital
Upon Incorporation	5,000	10	10	Cash	Subscription To MoA	0.56	0.44
March 31, 2009	500	10	100	Cash	Further Allotment	0.06	0.04
July 18, 2013	11,000	10	Nil	Other Than Cash	Bonus Issue	1.22	0.97
<b>Total</b>	<b>16,500</b>						

#### (ii) Mr. Alok Harlalka

Date of Allotment/ Transfer	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition /Transfer Price (₹)	Nature of Consideration	Nature of transaction	% of pre- Issue equity share capital	% of post Issue equity share capital
March 31, 2009	750	10	100	Cash	Further Allotment	0.08	0.07
July 18, 2013	1,500	10	Nil	Other Than Cash	Bonus Issue	0.17	0.13
March 19, 2018	70,000	10	100	Cash	Transfer	7.78	6.15
September 25, 2019	(70,000)	10	100	Cash	Transfer	(7.78)	(6.15)
<b>Total</b>	<b>2,250</b>						

#### (iii) M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)

Date of Allotment/ Transfer	Number of Equity Shares	Face Value (₹)	Issue/ Acquisition /Transfer Price (₹)	Nature of Consideration	Nature of transaction	% of pre- Issue equity share capital	% of post Issue equity share capital
March 24, 2014	4,38,300	10	100	Cash	Transfer	48.71	38.54
March 19, 2018	(2,05,500)	10	100	Cash	Transfer	(22.84)	(18.07)
July 14, 2020	60,975	10	82	Cash	Preferential Allotment	6.78	5.36
July 16, 2020	60,975	10	82	Cash	Preferential Allotment	6.78	5.36
July 18, 2020	60,975	10	82	Cash	Preferential Allotment	6.78	5.36
July 22, 2020	60,975	10	82	Cash	Preferential Allotment	6.78	5.36
July 23, 2020	1,095	10	82	Cash	Preferential Allotment	0.12	0.10
September 25, 2019	2,05,500	10	100	Cash	Transfer	22.84	18.07
<b>Total</b>	<b>6,83,295<sup>(1)</sup></b>						

<sup>(1)</sup> Out of the total holding of M/s. Bonanza Agency LLP, shares aggregating to 64,000 equity shares are offered as part of Offer for Sale

**Notes:**

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoters shares shall be subject to lock-in from the date of allotment of the equity shares issued through the Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares.
- None of the Designated Partners of our Corporate Promoter holds any equity shares in our Company.

b) *The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:*

Sr. No.	Particulars	Pre-Issue		Post-Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
A)	<b>Promoters</b>				
1.	Mr. Arvind Harlalka	16,500	1.83	16,500	1.45
2.	Mr. Alok Harlalka	2,250	0.25	2,250	0.20
3.	M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	6,83,295	75.94	6,19,295	54.45
	<b>Total (A)</b>	<b>7,02,045</b>	<b>78.03</b>	<b>6,38,045</b>	<b>56.10</b>
B)	<b>Promoter Group</b>				
1.	M/s. Talent Investment Co Private Limited	1,54,500	17.17	1,54,500	13.58
2.	Mr. Sumeet Harlalka	22,200	2.47	22,200	1.95
3.	Arvind Harlalka HUF	7,500	0.83	7,500	0.66
4.	Sumit Harlalka HUF	6,000	0.67	6,000	0.53
5.	Mrs. Pooja Harlalka	3,000	0.33	3,000	0.26
6.	Ms. Sashi Harlalka	3,000	0.33	3,000	0.26
7.	Alok Harlalka HUF	1,500	0.17	1,500	0.13
	<b>Total (B)</b>	<b>1,97,700</b>	<b>21.97</b>	<b>1,97,700</b>	<b>17.38</b>
	<b>Total (A+B)</b>	<b>8,99,745</b>	<b>100.00</b>	<b>8,35,745</b>	<b>73.48</b>

**10.** We have 10 (Ten) Shareholders as on the date of this Draft Prospectus

**11.** We hereby confirm that

- There has been no acquisition, sale or transfer of Equity Shares by our Promoters, Promoter Group, Directors and their immediate relatives in the last 6 months preceding the date of filing of this Draft Prospectus.
- No financing arrangements have been entered into by the members of the Promoter Group, the Directors, or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Draft Prospectus.

**12. Details of Promoters' Contribution and Lock-in for Three Years**

Pursuant to the Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be considered as Promoters' contribution ("Promoters' Contribution") and locked-in for a period of three years from the date of Allotment.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post Issue Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoters' Contribution and proposed to be locked-in for a period of three years are as follows:



Name of the Promoters	Number of shares locked-in <sup>(1)</sup>	As a % of Post Issue Share Capital
M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	2,28,000	20.05
<b>Total</b>	<b>2,28,000</b>	<b>20.05</b>

<sup>(1)</sup> For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 9 under “Notes to Capital Structure” under the chapter “Capital Structure” on page 54 of this Draft Prospectus.

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters’ Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- The Equity Shares offered for minimum 20% Promoters’ Contribution have not been acquired in the three years preceding the date of this Draft Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters’ contribution;
- The minimum Promoters’ contribution does not include Equity Shares acquired during the one year preceding the date of this Draft Prospectus at a price lower than the Issue Price;
- No equity shares have been issued to our Promoters upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price;
- The Equity Shares held by the Promoters and offered for minimum Promoters’ contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoters are in dematerialized form and
- The Equity Shares offered for Promoters contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoters for inclusion of its subscription in the Promoters contribution subject to lock-in.

We further confirm that our Promoters Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds or FVCI or Scheduled Commercial Banks or Public Financial Institutions or Insurance Companies.

### 13. Equity Shares locked-in for one year other than Minimum Promoters Contribution

Pursuant to regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters contribution for three years, all pre- Issue Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue, other than the Equity Shares allotted and subscribed pursuant to the Offer for Sale.

### 14. 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.

### 15. Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- a) if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the 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;
- b) if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such 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 in these regulations has expired.

#### **16. Transferability of Locked in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of SEBI (SAST) Regulations, 2011 as applicable;

- a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoter 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.
- b) 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 Promoters and Promoter' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

**17.** Our Company, our 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.

**18.** As on date of the Draft Prospectus, there are no partly paid-up equity 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.

**19.** As on the date of this Draft Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

**20.** Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled "*Issue Procedure*" beginning on page 203 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.

**21.** An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

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

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

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

- 25.** No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
- 26.** Except for our Promoter, M/s. Bonanza Agency LLP, who is offering Equity Shares in the Offer for Sale, none of our Promoters and Promoter Group will participate in the Issue.
- 27.** Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

## SECTION V: PARTICULARS TO THE ISSUE

### OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 2,37,600 Equity Shares and an Offer for Sale of 64,000 Equity Shares by the Selling Shareholders of our Company at an Issue Price of ₹ 170.00 per Equity Share.

#### Offer for sale

The Selling Shareholders will be entitled to the proceeds of the Offer for Sale of his respective portion of the Offered Shares, respectively net of his proportion of Offer related expenses. The fees and expenses relating to Offer shall be shared in proportion mutually agreed between our Company and the respective Selling Shareholders in accordance with applicable law. Our Company will not receive any proceeds from the Offer for Sale.

#### Fresh Issue

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

(₹ in Lakhs)

Particulars	Amount
Gross Proceeds from the Fresh Issue	403.92
Less: Issue related expenses*	25.47
<b>Net Proceeds of the Fresh Issue</b>	<b>378.45</b>

*\*Except for the Listing fees and Market making fees, which will be borne by our Company, all other expenses relating to the Issue as mentioned above will be borne by our Company and the Selling Shareholder in proportion to the Equity Shares contributed/ issued in the issue.*

#### Requirement of Funds

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

- a) Payment of Security Deposit for renting of office space and
- b) Working Capital Requirements
- c) General Corporate Purposes.

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

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities. Our Company is engaged in the business of offering diversified financial and consultancy services in the areas of Capital Markets, Corporate Finance, Corporate Restructuring, Debt Syndication, Compliance Advisory. The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Issue. The existing activities of our Company are within the object clause of our Memorandum. The Fund requirement and deployment is based on internal management estimates and has not been appraised by any bank and financial institution.

#### Utilization of Net Fresh Issue Proceeds

The Net Fresh Issue Proceeds are proposed to be used in the manner set out in the following table:

(₹ in lakhs)

Sr. No.	Particulars	Total Estimated Amount	Amount deployed as at June 01, 2021	Balance Amount to be deployed	Amount proposed to be financed from Net Issue Proceeds <sup>(1)</sup>
1	Payment of Security Deposit for renting of office space	300.00	45.00	255.00	255.00
2	Working Capital Requirements	50.00	-	50.00	50.00
3	General Corporate Purposes	73.45	-	73.45	73.45

<sup>(1)</sup> The entire amount is proposed to be funded from the Net Proceeds to be utilized in the Financial Year 2021-22.

**Means of Finance:** The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals. Set forth below are the means of finance for the above-mentioned fund requirement:

(₹ in Lakh)

Sl. No.	Particulars	Amount
1.	Net Issue Proceeds	378.45

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Fresh Issue and Internal Accruals.

*Since the fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds and internal accruals. Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI (ICDR) Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.*

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external 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.

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 estimated costs, 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 expenditure and funding requirements, including the expenditure 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 chapter titled "Risk Factors" beginning on page 22 of this Draft Prospectus.

### Details of the use of the proceeds

#### 1) Payment of Security Deposit for renting of office space

We propose to expand our existing business by taking on lease of office space located at Office No. 701, 7th Floor, Shah Trade Centre, Rani Sati Marg, Malad (East), Mumbai – 400 097. We have executed a MoU dated June 08, 2021 with the licensor - M/s B-Right Real Estate Limited.

The details of the lessor are as follows:

Name	Address	Description	Occupation
B-Right Real Estate Limited*	108, 1st Floor, Sujata Niketan CHSL Rani Sati Road, Malad East, Mumbai – 400 097	Public limited company	Business

\* None of the Directors / Promoters of B-Right Real Estate Limited are related to any Directors / Promoters of our Company.

Our company has therefore entered into a Memorandum of Understanding (MOU) dated June 08, 2021. To compensate for the zero rent, our Company has to pay a one-time rent free security deposit of Rs. 300.00 Lakhs and the interest that is accrued from the above said sum will be adjusted towards Lease Rent. The lease period as per this agreement will commence from the date of receipt of payment of the said security deposit. Our Company has paid a sum of Rs. 45.00

Lakhs at the time of the execution of the MoU, and balance ₹ 255.00 lakhs is pending as on date of this Draft Prospectus and accordingly we propose to pay ₹ 255.00 lakhs out of the net issue proceeds towards this object. We believe this would help us secure hassle free possession of the required properties for the coming years, ensure lower operating costs and hence improve overall profitability.

## 2) To Meet Working Capital Requirements

Our business is working capital intensive. We finance our working capital requirement from our internal accruals. Considering the existing and future growth, the incremental working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹ 93.66 Lakhs for FY 2021-2022, out of which we intend to meet our working capital requirements to the extent of ₹ 50.00 Lakhs from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

### *Basis of estimation of working capital*

Our Company's existing working capital requirement on the basis of our Restated Financial Statements for the Fiscal 2021 and Estimated Financials for the Fiscal 2022 is as set out in the table below:

(₹ in lakhs)

Particulars	Holding Levels (days)	Fiscal FY 2020-21 (Audited)	Holding Levels (days)	Fiscal FY 2021-22 (Estimated)
<b>Current Assets</b>				
Trade Receivables	151	123.68	120	112.00
Short Term Loans & Advances		18.65		50.00
Other Current Assets		31.03		33.66
<b>Total (I)</b>		<b>173.36</b>		<b>195.66</b>
<b>Current Liabilities</b>				
Trade Payables	33	18.82	21	12.00
Other Current Liabilities & Short Term Provisions		110.89		90.00
<b>Total (II)</b>		<b>129.71</b>		<b>102.00</b>
<b>Net Working Capital (I) – (II)</b>		<b>43.66</b>		<b>93.66</b>
<b>Funding Pattern:</b>				
Internal Accruals/ owned funds		43.66		43.66
Part of the IPO Proceeds		-		50.00

### *Justification for Holding Period Levels*

Particulars	Detail
Trade Receivables	Our operations involve extending credit period based on the milestone of the services offered to our customers. We have assumed trade receivables credit period of 120 days in the financial year 2021-22 which is less than the credit period of financial year 2020-21 as we expect to realise our receivables in the same manner as done previously to grow our operations.
Trade Payables	We have assumed trade payables credit period of 21 days for the financial year 2021-22 as we intend to pay our creditors more quickly as more funds would be available with us through our proposed initial public offer which would help us in paying our liabilities quickly. This would help us in maintaining good terms with our creditors. This would help us to negotiate with our vendors on better price to our advantage.

Pursuant to the certificate dated June 10, 2021, working capital estimates for the financial year 2022 are approved by the Management.

## 3) General Corporate Purposes

The Net Proceeds will be first utilized towards the Objects as mentioned as mentioned above. The balance Net fresh Issue Proceeds of ₹ 73.45 Lakhs, aggregating to 19.41 % of the Net Proceeds from Fresh Issuetowards general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI



(ICDR) Regulations, 2018. Our Company intends to deploy the balance Net Proceeds, if any, for general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

- (i) strategic initiatives
- (ii) brand building and strengthening of marketing activities; and
- (iii) 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.

### Year wise Deployment of Funds / Schedule of Implementation

The entire Net Fresh Issue Proceeds are proposed to be deployed in the Financial Year 2021 – 22.

### Public Issue Expense

The estimated Issue related expenses include Issue Management Fee, Marketing Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar’s Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹ 31.45 Lakhs. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Particulars	Expenses (₹ In Lakh)	% of Total Issue Expenses	% of Total Issue size
Payment to the Lead Manager (including underwriting fees)	10.00	31.80%	1.95%
Marketing Expenses	5.00	15.90%	0.98%
Market Making Fees	3.00	9.54%	0.59%
Fees payable to Registrar to the Issue	0.50	1.59%	0.10%
Fees to the legal advisor	1.25	3.97%	0.24%
Advertising expenses	3.00	9.54%	0.59%
Fees payable to regulators including stock exchanges	4.00	12.72%	0.78%
Printing and distribution expenses	2.50	7.95%	0.49%
Statutory & Other Reports	1.50	4.77%	0.29%
Payment to Sponsor Bank	0.50	1.59%	0.10%
Others, if any (including commission and processing fees for SCSBs <sup>(1)</sup> )	0.20	0.64%	0.04%
<b>Total</b>	<b>31.45</b>	<b>100.00%</b>	<b>6.13%</b>

<sup>(1)</sup> SCSBs will be entitled to a processing fee of ₹ [●] per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non-Institutional Applicants, would be [●]% on the Allotment Amount# or ₹ [●] whichever is less on the Applications wherein shares are allotted.

The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries.

#Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

### Funds Deployed and Sources of Funds Deployed from Net Proceeds from the Issue

Our Statutory Auditor, M/s. Gupta Agarwal & Associates, Chartered Accountants, vide their certificate dated June 11, 2021 have also confirmed that the amount ₹ 45.00 Lakhs have been deployed so far towards the Object of the Issue and the same have been financed through internal sources.

## **Appraisal by Appraising Fund**

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

## **Bridge Financing Facilities**

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

## **Monitoring Utilization of Funds**

As the size of the Fresh Issue does not exceed ₹ 10,000 Lakhs, in terms of Regulation 262 of the SEBI (ICDR) Regulations, 2018, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the SEBI (LODR) Regulation, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulation, 2015 our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Draft Prospectus.

## **Interim Use of Proceeds**

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed Company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

## **Variation in Objects**

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

## **Other Confirmations**

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

## BASIS FOR ISSUE PRICE

*Investors should read the following summary with the chapter titled “Risk Factors”, the details about our Company under the chapter titled “Our Business” and its Consolidated financial statements under the chapter titled “Consolidated Financial Statements as Restated” beginning on pages 22, 89 and 140 respectively of the Draft Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

The Issue Price has been determined by the Company in consultation with the Lead Manager on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹ 10.00 each and the Issue Price is ₹ 170.00 which is 17.00 times of the face value.

### QUALITATIVE FACTORS

- Rich Management Experience
- Strong professional and execution team allows the Company to develop a strong business
- Diversified Portfolio of Services offered:
- Long-term relationships
- Progressive Employer
- Quality Service

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to chapter titled “Our Business” beginning on page 89 of this Draft Prospectus.

### QUANTITATIVE FACTORS

Information presented in this section is derived from our Company’s restated consolidated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### 1. Basic Earnings and Diluted Earnings per Equity Share (EPS) as per Accounting Standard 20

Period	Basic and Diluted EPS (in ₹)	Weight
March 31, 2019	3.84	1
March 31, 2020	(24.49)	2
March 31, 2021	7.44	3
<b>Weighted Average</b>	<b>(3.80)</b>	

*Note: The earnings per share has been calculated by dividing the net profit as restated, attributable to equity shareholders by restated weighted average number of Equity Shares outstanding during the period. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is ₹ 10.00.*

#### 2. Price / Earnings Ratio (P/E) in relation to the Issue Price of ₹ 170.00

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2020-21	22.85
P/E ratio based on weighted average EPS	N/A

#### Industry P/E Ratio\*

Particulars	P/E Ratio
Highest: Wealth First Portfolio Managers Limited	105.00
Lowest: Available Finance Limited	0.50
Industry Average	33.20

\* (Source: Capital Market, Vol. XXXVI/08, May 31- June 13, 2021; Segment: Finance and Investments)

### 3. Return on Net Worth (RoNW)

Period	RONW (%)	Weight
March 31, 2019	4.70	1
March 31, 2020	(42.86)	2
March 31, 2021	9.80	3
<b>Weighted Average</b>	<b>(8.60)</b>	

*Note: The RoNW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year.*

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

Sr. No.	Particulars	(in ₹)
a)	As on March 31, 2021	69.78
b)	As on March 31, 2020	57.14
c)	After Issue	90.72
d)	Issue Price	170.00

*Note: NAV has been calculated as net worth divided by number of Equity Shares at the end of the year.*

### 5. Peer Group Comparison of Accounting Ratios:

Particulars	CMP*	EPS (₹)	PE Ratio	RONW (%)	NAV per share (₹)	Face Value (₹)	Revenue from Operations (₹ in Lakhs)
Gretex Corporate Services Limited <sup>(i)</sup>	170.00	7.44	22.85	9.80	69.78	10.00	298.26
<b>Peer Group **</b>							
Navigant Corporate Advisors Ltd	13.00	1.49	8.75	6.71	22.14	10.00	270.50
Galactico Corporate Services Ltd	43.50	0.83	52.39	3.59	23.14	10.00	133.50

\* CMP for our Company is considered as Issue Price

\*\*Source: www.bseindia.com.

#### Notes:

- (i) The figures of Gretex Corporate Services Limited are based on restated consolidated financial statements.
- (ii) Considering the nature and size of business of the Company, the peers are not strictly comparable. However same have been included for broad comparison.
- (iii) Current Market Price (CMP) is the closing price of peer group scripts as on March 31, 2021.
- (iv) The figures for the peer group are based on the standalone audited financials for the year ended March 31, 2020.

6. The face value of our share is ₹ 10.00 per share and the Issue Price is of ₹ 170 per share are 17.00 times of the face value.
7. The Company in consultation with the Lead Manager believes that the Issue Price of ₹ 170 per share for the Public Issue is justified in view of the above parameters. Investor should read the above mentioned information along with the chapter titled “Risk Factors” beginning on page 22 of this Draft Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Consolidated Financial Statements as Restated” beginning on page 140 of this Draft Prospectus.

## STATEMENT OF POSSIBLE TAX BENEFITS

To  
The Board of Directors,  
Gretex Corporate Services Limited  
Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion,  
9-15 Homi Modi Street, Fort,  
Mumbai, Maharashtra – 400 001

Dear Sirs,

**Sub: Statement of possible special tax benefits (“the Statement”) available to Gretex Corporate Services Limited (“the Company”) and its shareholders prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulations”)**

We hereby report that this certificate along with the annexure (hereinafter referred to as “**The Statement**”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2021 (i.e. applicable to F.Y. 2021-22 relevant to A.Y. 2022-23) (hereinafter referred to as the “IT Regulations”) and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax[GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialled for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions which based on business imperatives which the Company may or may not choose to fulfil or face in the future.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. Further, the Preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company’s management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/ her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein.

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

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

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

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

Our views are based on facts indicated to us, the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any such events subsequent, which may have a material effect on the discussions herein. Our views are exclusively for the limited use of the captioned Company in connection with its proposed public issue referred to herein above and shall not, without our prior written consent, be disclosed to any other person.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct. We are not liable to any other person in respect of this statement.

This certificate along with the annexure 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 to be used, referred to or distributed for any other purpose without our written consent.

**For Gupta Agarwal & Associates,  
Chartered Accountants,  
Firm Registration No.: 329001E**

**Sd/-  
Jay Shanker Gupta  
Partner  
Membership No.: 059535  
UDIN: 21059535AAAAEP6777**

**Date:** May 20, 2021  
**Place:** Kolkata



**ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO GRETEX CORPORATE SERVICES LIMITED (“THE COMPANY”) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA**

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2021-22. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

**1. Special Tax Benefits to the Company**

There are no Special tax benefits available to the Company.

**2. Special Tax Benefits available to the shareholders of the Company**

There are no Special tax benefits available to the shareholders of the Company.

**Notes:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y.2021-22 relevant to A.Y. 2022-23.
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

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

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.

**For Gupta Agarwal & Associates,  
Chartered Accountants,  
Firm Registration No.: 329001E**

**Sd/-  
Jay Shanker Gupta  
Partner  
Membership No.: 059535  
UDIN: 21059535AAAAEP6777**

**Date: May 20, 2021  
Place: Kolkata**

## **SECTION VI: ABOUT THE ISSUER**

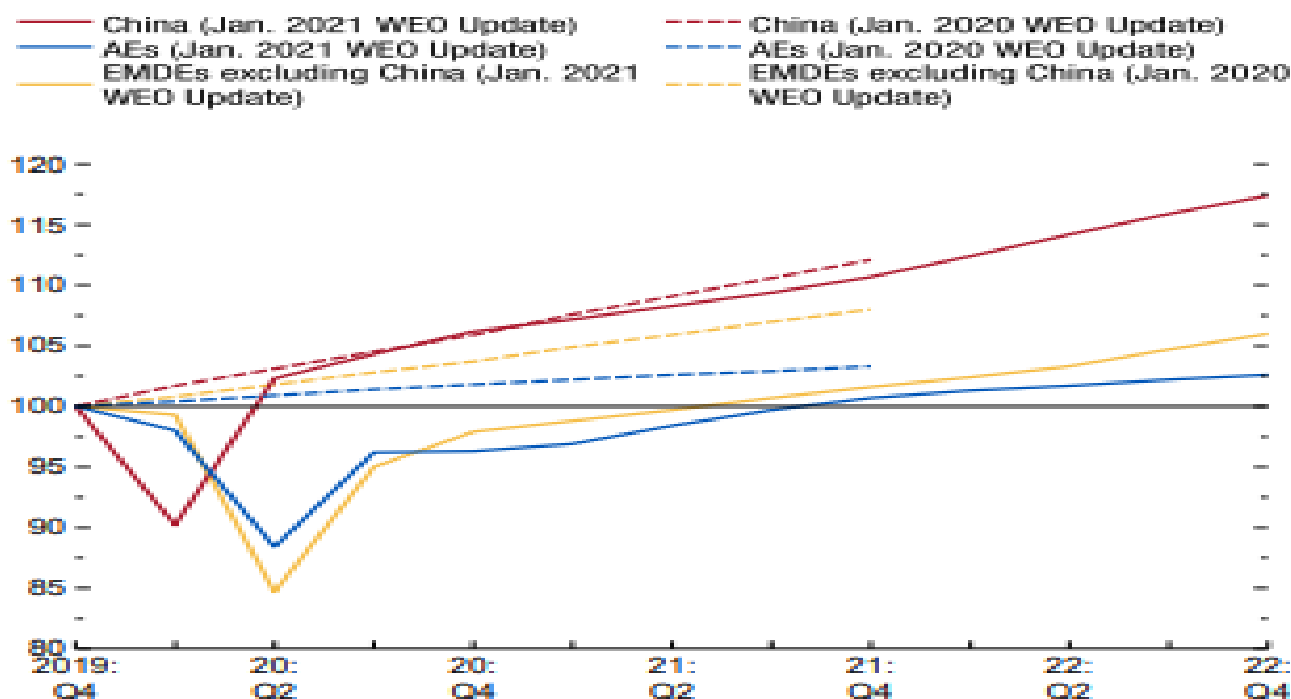
### **OUR INDUSTRY**

*The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the issue has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.*

#### **GOLBAL ECONOMY AT LARGE**

The projected growth recovery this year follows a severe collapse in 2020 that has had acute adverse impacts on women, youth, the poor, the informally employed, and those who work in contact-intensive sectors. The global growth contraction for 2020 is estimated at -3.5 percent, 0.9 percentage point higher than projected in the previous forecast (reflecting stronger-than-expected momentum in the second half of 2020). Although recent vaccine approvals have raised hopes of a turnaround in the pandemic later this year, renewed waves and new variants of the virus pose concerns for the outlook. Amid exceptional uncertainty, the global economy is projected to grow 5.5 percent in 2021 and 4.2 percent in 2022. The 2021 forecast is revised up 0.3 percentage point relative to the previous forecast, reflecting expectations of a vaccine-powered strengthening of activity later in the year and additional policy support in a few large economies. Policy actions should ensure effective support until the recovery is firmly underway, with an emphasis on advancing key imperatives of raising potential output, ensuring participatory growth that benefits all, and accelerating the transition to lower carbon dependence. As noted in the October 2020 World Economic Outlook (WEO), a green investment push coupled with initially moderate but steadily rising carbon prices would yield needed emissions reductions while supporting the recovery from the pandemic recession. Strong multilateral cooperation is required to bring the pandemic under control everywhere. Such efforts include bolstering funding for the COVAX facility to accelerate access to vaccines for all countries, ensuring universal distribution of vaccines, and facilitating access to therapeutics at affordable prices for all. Many countries, particularly low-income developing economies, entered the crisis with high debt that is set to rise further during the pandemic. The global community will need to continue working closely to ensure adequate access to international liquidity for these countries. Where sovereign debt is unsustainable, eligible countries should work with creditors to restructure their debt under the Common Framework agreed by the G20. A stronger starting point for the 2021–22 forecast. Multiple vaccine approvals and the launch of vaccination in some countries in December have raised hopes of an eventual end to the pandemic. Moreover, economic data released after the October 2020 WEO forecast suggest stronger-than-projected momentum on average across regions in the second half of 2020. Despite the high and rising human toll of the pandemic, economic activity appears to be adapting to subdued contact-intensive activity with the passage of time. Finally, additional policy measures announced at the end of 2020—notably in the United States and Japan—are expected to provide further support in 2021–22 to the global economy. These developments indicate a stronger starting point for the 2021–22 global outlook than envisaged in the previous forecast. Lingering concerns. However, surging infections in late 2020 (including from new variants of the virus), renewed lockdowns, logistical problems with vaccine distribution, and uncertainty about take-up are important counterpoints to the favorable news. Much remains to be done on the health and economic policy fronts to limit persistent damage from the severe contraction of 2020 and ensure a sustained recovery. These developments raise three interrelated questions for the global outlook. First, how will restrictions needed to curb transmission affect activity in the near term before vaccines begin delivering effective society-wide protection? Second, how will vaccine-rollout expectations and policy support affect activity? Third, how will financial conditions and commodity prices evolve? The baseline forecast requires forming a view on these unknowns. The strength of the recovery is projected to vary significantly across countries, depending on access to medical interventions, effectiveness of policy support, exposure to cross-country spillover, and structural characteristics entering the crisis (Figure 1).

**Figure 1. Divergent Recoveries: WEO Forecast for Advanced Economies and Emerging Market and Developing Economies**  
(Index, 2019:Q4 = 100)



Source: IMF staff estimates.

Note: AEs = advanced economies; EMDEs = emerging market and developing economies; WEO = World Economic Outlook.

Infections and restrictions will soften momentum in early 2021. Third quarter GDP outturns mostly surprised on the upside (Australia, euro area, India, Japan, Korea, New Zealand, Turkey, United States) or were in line with expectations elsewhere (China, Mexico). Among components, private consumption rebounded the most. Investment picked up relatively slowly, except in China (Figure 2). The expenditure decompositions suggest a release of pent-up demand and adjustments to telework. Given the largely one-off nature of such spending, it is likely to dissipate once the adjustments are made. High-frequency data suggest some tapering into the fourth quarter of 2020—for example, in new orders, industrial production, and global trade (Figure 3). The US December employment report also showed the first net decline in nonfarm payrolls since April 2020. Moreover, services output remains subdued and is likely to soften further in the coming months with renewed restrictions to combat rising infections. The softening in early 2021 is expected to give way to rising momentum in the second quarter as vaccines and therapies become more readily available, allowing contact-intensive activity to strengthen. Vaccines, therapies and containment efforts. The baseline assumes broad vaccine availability in advanced economies and some emerging market economies in summer 2021 and across most countries by the second half of 2022— an accelerated timeline relative to expectations at the time of the previous forecast. Vaccine rollout speed is assumed to vary across economies based on country-specific factors. Moreover, therapies are expected to gradually become more effective and more accessible worldwide over the course of 2021–22. The baseline also assumes the possibility of lockdowns, including to contain transmission of new variants, before vaccines become widely available. Additional fiscal policy support set to boost activity in some countries, but most are expected to experience lower deficits in 2021. The sizable fiscal support announced for 2021 in some countries, including most recently in the United States and Japan, together with the unlocking of Next Generation EU funds, will help lift economic activity among advanced economies with favourable spill overs to trading partners. However, as noted in the January 2021 Fiscal Monitor Update, fiscal deficits in most countries are projected to decline in 2021 as revenues rise and expenditures decline automatically with the recovery. Supportive financial conditions. Major central banks are assumed to maintain their current policy rate settings throughout the forecast horizon to the end of 2022. As a result, financial conditions are expected to remain broadly at current levels for advanced economies while gradually improving for emerging market and developing economies. Within this latter group, differentiation between investment-grade sovereigns (who have been able to issue external debt in large amounts in 2020) and high-yield borrowers (many of whom are constrained in their ability to take on additional debt and until recently have not accessed international markets during the pandemic) is expected to subside as the recovery takes hold. As noted in the January

2021 Global Financial Stability Report Update, markets remain upbeat about prospects for 2021, banking on continued policy support. Rising commodity prices. Reflecting the projected global recovery, oil prices are expected to rise in 2021 just over 20 percent from the low base for 2020, but will still remain well below their average for 2019. Non-oil commodity prices are also expected to increase with those of metals, in particular, projected to accelerate strongly in 2021.

**Global growth.** After an estimated 3.5 percent contraction in 2020, the global economy is projected to grow 5.5 percent in 2021 and 4.2 percent in 2022 (Table 1). The estimate for 2020 is 0.9 percentage point higher than projected in the October WEO forecast. This reflects the stronger than-expected recovery on average across regions in the second half of the year. The 2021 growth forecast is revised up 0.3 percentage point, reflecting additional policy support in a few large economies and expectations of a vaccine-powered strengthening of activity later in the year, which outweigh the drag on near-term momentum due to rising infections. The upgrade is particularly large for the advanced economy group, reflecting additional fiscal support—mostly in the United States and Japan—together with expectations of earlier widespread vaccine availability compared to the emerging market and developing economy group. Global trade. Consistent with recovery in global activity, global trade volumes are forecast to grow about 8 percent in 2021, before moderating to 6 percent in 2022. Services trade is expected to recover more slowly than merchandise volumes, however, which is consistent with subdued cross-border tourism and business travel until transmission declines everywhere. Global activity will remain well below the pre-COVID, January 2020 WEO projections through the forecast horizon (Figure 4). The strength of the projected recovery varies across countries, depending on the severity of the health crisis, the extent of domestic disruptions to activity (related to the structure of the economy and its reliance on contact-intensive sectors), the exposure to cross-border spill overs, and—importantly—the effectiveness of policy support to limit persistent damage. Advanced economies, in general, have been able to provide expansive fiscal support to households and firms (direct tax and spending measures as well as equity injections, loans, and guarantees), and central banks have reinforced this with expanded asset purchase programs, funding-for-lending facilities, and, for some, interest rate cuts. Reflecting the strong policy support and the anticipated widespread availability of vaccines in summer 2021, the projected output loss compared with the pre-COVID forecast is relatively smaller for advanced economies than other countries. Recovery paths vary within the group, with the US and Japan projected to regain end-2019 activity levels in the second half of 2021, while in the euro area and the United Kingdom activity is expected to remain below end-2019 levels into 2022. The wide divergence reflects to an important extent differences across countries in behavioural and public health responses to infections, flexibility and adaptability of economic activity to low mobility, pre-existing trends, and structural rigidities entering the crisis. The 2021 forecast for the United States is revised up 2 percentage points relative to the October 2020 WEO projection, reflecting carryover from the strong momentum in the second half of 2020 and additional support from the December 2020 fiscal package. Similarly, the 0.8 percentage point upward revision to Japan’s 2021 forecast is largely because of the additional boost from the fiscal measures introduced at the end of 2020. These upgrades are partially offset by downward revisions to the 2021 forecast for the euro area reflecting an observed softening of activity toward the end of 2020, which is anticipated to continue into early 2021 amid rising infections and renewed lockdowns. Emerging market and developing economies are also projected to trace diverging recovery paths. Considerable differentiation is expected between China—where effective containment measures, a forceful public investment response, and central bank liquidity support have facilitated a strong recovery—and other economies. Oil exporters and tourism-based economies within the group face particularly difficult prospects considering the expected slow normalization of cross-border travel and the subdued outlook for oil prices. As noted in the October 2020 WEO, the pandemic is expected to reverse the progress made in poverty reduction across the past two decades. Close to 90 million people are likely to fall below the extreme poverty threshold during 2020–21. Across regions, vulnerabilities, economic structure, and pre-crisis growth trends, together with the severity of the pandemic and the size of the policy response to combat the fallout, shape recovery profiles. Notable revisions to the forecast include the one for India (2.7 percentage points for 2021), reflecting carryover from a stronger-than-expected recovery in 2020 after lockdowns were eased.

(<https://www.imf.org/en/Publications/WEO/Issues/2021/01/26/2021-world-economic-outlook-update>)

## INDIAN ECONOMY AT LARGE

### Introduction

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

### Market size

India’s real gross domestic product (GDP) at current prices stood at Rs. 195.86 lakh crore (US\$ 2.71 trillion) in FY21, as per the second advance estimates (SAE) for 2020-21. India is the fourth-largest unicorn base in the world with over

21 unicorns collectively valued at US\$ 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns by 2025 and will create ~1.1 million direct jobs according to the Nasscom- Zinnov report 'Indian Tech Start-up. India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030. India's foreign exchange reserves stood at US\$ 582.04 billion, as of March 12, 2021, according to data from RBI.

### Recent Developments

With an improvement in the economic scenario, there have been investments across various sectors of the economy. In 2020, the total deal value in India stood at ~US\$ 80 billion across 1,268 transactions. Of this, M&A activity contributed ~50% to the total transaction value. Private Equity - Venture Capital (PE-VC) sector recorded investments worth US\$ 47.6 billion across 921 deals in 2020. Some of the important recent developments in Indian economy are as follows:

- India's overall exports from April 2020 to February 2021 were estimated at US\$ 439.64 billion, (a 10.14% decrease over the same period last year). Overall imports from April 2020 to February 2021 were estimated at US\$ 447.44 billion (a 20.83% decrease over the same period last year).
- According to IHS Markit, Purchasing Managers' Index (PMI) for manufacturing stood at 57.5 in February 2021.
- Gross tax revenue stood at Rs. 113,143 crore (US\$ 15.58 billion) in February 2021, up from Rs. 105,361 crore (US\$ 14.51 billion).
- Cumulative FDI equity inflows in India stood at US\$ 749.39 billion between April 2000 and December 2020.
- India's Index of Industrial Production (IIP) for January 2021 stood at 135.2, against 136.6 for December 2020.
- Consumer Food Price Index (CFPI) – combined inflation was 3.87% in February 2021, against 1.96% in January 2021.
- Consumer Price Index (CPI) – combined inflation was 5.03% in February 2021, against 4.06% in January 2021

### Government Initiatives

The first Union Budget of the third decade of 21st century was presented by Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman in the Parliament on February 1, 2020. The budget aimed at energising the Indian economy through a combination of short-term, medium-term and long-term measures. In the Union Budget 2021-22, capital expenditure for FY22 is likely to increase to increase by 34.5% at Rs. 5.5 lakh crore (US\$ 75.81 billion) over FY21 (BE) to boost the economy. Increased government expenditure is expected to attract private investments, with production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded and measured policy support is anticipated to boost the Indian economy. In March 2021, the Ministry of Electronics and IT (MeitY) invited applications for the second round of large-scale electronics manufacturing under the production-linked incentive (PLI) scheme. The window to apply for the scheme has been opened until March 31, 2021, which could be further extended in accordance with guidelines issued by the MeitY. In March 2021, following the announcement of incentive schemes for mobile and IT hardware manufacturing, the government announced to consider a key scheme for establishing display fabrication units in India. The Ministry of Electronics and Information Technology (MeitY) has requested expressions of interest (EoIs) from organisations interested in establishing LCD/OLED/AMOLED/QLED-based display fabrication units in India. In November 2020, the Government of India announced Rs. 2.65 lakh crore (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country. Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, launched Make in India initiative with an aim to boost country's manufacturing sector and increase purchasing power of an average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.



Some of the recent initiatives and developments undertaken by the Government are listed below:

- In March 2021, Flipkart announced plans to expand its grocery services to >70 cities in the next six months. As a result of this planned expansion, customers in seven key cities and >40 neighbouring cities will be able to access high-quality grocery items, deals, fast deliveries and a seamless shopping experience.
- In February 2021, Amazon India announced to start manufacturing of electronics products in India. The company plans to commence its manufacturing efforts with its contract manufacturer, Cloud Network Technology, a subsidiary of Foxconn in Chennai, and start production in 2021.
- In March 2021, India and Kuwait decided to establish a joint ministerial commission to strengthen ties in sectors such as energy, trade, investment, manpower & labour and IT. According to a joint statement, the commission will be focused on developing the best platform to strengthen alliance in areas of energy, trade, economy, investment, human resources, manpower and labour, finance, culture, information technology, health, education, defence and security.
- In March 2021, the parliament approved a bill to increase foreign direct investments (FDIs) in the insurance sector from 49% to 74%. Union Minister for Finance and Corporate Affairs, Ms. Nirmala Sitharaman, who is piloting the Bill, stated that increasing the FDI limit in the insurance sector will support insurers in boosting additional funds and overcoming financial issues.
- In March 2021, the parliament passed the 'National Commission for Allied, Healthcare Professions Bill, 2021'. Union Minister for Health and Family Welfare, Science and Technology and Earth Sciences, Mr. Harsh Vardhan stated that the law aims to meet the sector's long-standing demands and increase professional employment opportunities.
- In March 2020, the Union Cabinet approved the revised cost estimate (RCE) of the comprehensive scheme for strengthening of transmission & distribution in Arunachal Pradesh and Sikkim at an estimated cost of Rs. 9,129.32 crore (US\$ 1.26 billion) to support the economic growth in those by strengthening the intrastate transmission and distribution systems.
- In March 2020, the Union Cabinet approved a memorandum of understanding (MoU) signed between the Ministry of Agriculture and Farmers' Welfare and the Ministry of Agriculture of the Republic of Fiji to strengthen bilateral ties and collaborate in the area of agricultural and allied sectors.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is going to increase public health spending to 2.5% of the GDP by 2025.
- For implementation of Agriculture Export Policy, Government approved an outlay Rs. 2.068 billion (US\$ 29.59 million) for 2019, aimed at doubling farmers income by 2022

### **Road Ahead**

India recorded the real GDP (gross domestic product) growth of 0.4% in the third quarter of FY21, as per the NSO's (National Statistical Office) second advance estimates. This rise indicates V-shaped recovery progression that started in the second quarter of FY21. As per Economic Survey 2020-21, India's real GDP growth for FY22 is projected at 11%. The January 2021 WEO update forecast a 11.5% increase in FY22 and a 6.8% rise in FY23. According to the IMF, in the next two years, India is also expected to emerge as the fastest-growing economy. India is focusing on renewable sources to generate energy. It is planning to achieve 40% of its energy from non-fossil sources by 2030, which is currently 30% and have plans to increase its renewable energy capacity from to 175-gigawatt (GW) by 2022. India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report. It is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by 2040 as per a report by PricewaterhouseCoopers.

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

Note: Conversion rate used for March 2021 is Rs. 1 = US\$ 0.014.



## HIGHLIGHTS OF UNION BUDGET 2021-22

Key highlights of the Union Budget 2021-22 are as follows:

The government announced several measures to boost economic growth under the following six pillars:

### 1. Health and Wellbeing

Rs. 35,000 crore (US\$ 4.80 billion) for COVID-19 vaccine was announced in BE for FY22; Made-in-India Pneumococcal Vaccine was announced across the country; a new centrally sponsored scheme—PM Aatmanirbhar Swasth Bharat Yojana—was launched; announcement of the National Health Mission and Mission Poshan 2.0 and other plans were made including Universal Coverage of Water Supply, Urban Swachh Bharat Mission 2.0 and Vehicle Scrapping Policy.

### 2. Physical & Financial Capital and Infrastructure

Primary initiatives include the Production-linked Incentive Scheme (PLI) in 13 sectors; the Mega Investment Textiles Parks (MITRA) scheme for seven textile parks in three years; expansion of the National Infrastructure Pipeline (NIP) to 7,400 projects; establishment of institutional infrastructure financing structure; the National Monetization Pipeline; the National Rail Plan for India (2030); and increase in FDI limit in the insurance sector from 49% to 74%.

### 3. Inclusive Development for Aspirational India

Key steps include ensuring that MSPs are at least 1.5x the cost of production across all commodities; expanding the SWAMITVA scheme to all states/UTs; strengthening funds for agricultural credit and infrastructure; investing in the construction of modern fishing ports and fish landing centres; encouraging adoption of One Nation One Ration Card; and allocating Rs. 15,700 crores (US\$ 2.16 billion) to the MSME sector.

### 4. Reinvigorating Human Capital

Primary initiatives include qualitative reinforcement of 15,000 schools under the National Education Policy; creation of 100 new Sainik Schools; India's Higher Education Commission; Leh Central University; and 750 tribal-area Eklavya model residential schools.

### 5. Innovation and R&D

An outlay of Rs. 50,000 crores (US\$ 6.89 billion) under the National Research Foundation (NRF), financial incentives worth Rs. 1,500 crore (US\$ 206.76 million) to encourage digital payment methods, launch of the PSLV-CS51, Gaganyaan mission operations and launch of the Deep Ocean Mission.

### 6. Minimum Government and Maximum Governance

Key initiatives include the National Commission for Allied Healthcare Professionals Bill in the parliament to ensure transparent and effective regulation of 56 allied healthcare professions; establishment of a contractual dispute resolution mechanism; allocation of funds worth Rs. 3,768 crore (US\$ 519.37 million) for the first digital census in India; and Rs. 1,000 crores (US\$ 137.84 million) for the welfare of tea workers in Assam and West Bengal.

Under the Aatmanirbhar Bharat (self-reliant India) Mission, structural reforms and policy push, along with a series of steps announced in the Union Budget 2021-22 to achieve broad-based inclusive development, are likely to reinforce the economy and put it back on a strong and sustainable growth path in the coming year. India's real GDP growth for FY22 is projected at 11% by the Economic Survey 2020-21. The January 2021 WEO update forecasts 11.5% growth in FY22 and 6.8% in FY23, closer to the potential growth rate for the economy. According to the IMF, in the next two years, India is also expected to emerge as the fastest-growing economy. In February 2021, the MPC projected GDP growth to be 10.5% in FY22.

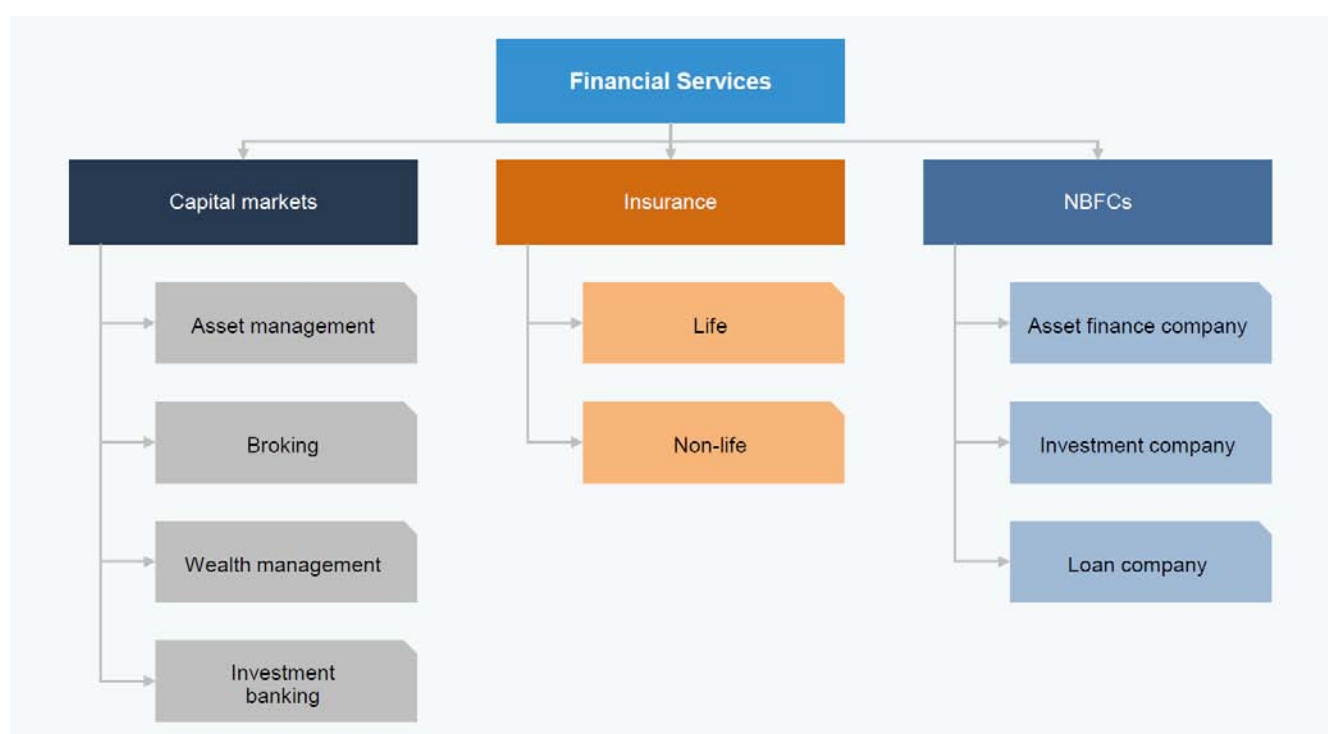
*Note: Conversion rate used for February 2021 is Rs. 1 = US\$ 0.014*

*(Source: <https://www.ibef.org/economy/monthly-economic-report>)*

## INDIAN FINANCIAL SERVICES INDUSTRY

### INTRODUCTION

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The banking regulator has allowed new entities such as payment banks to be created recently, thereby adding to the type of entities operating in the sector. However, financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64% of the total assets held by the financial system.



The Government of India has introduced several reforms to liberalise, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). These measures include launching Credit Guarantee Fund Scheme for MSMEs, issuing guideline to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). With a combined push by Government and private sector, India is undoubtedly one of the world's most vibrant capital markets.

### MARKET SIZE

As of January 2021, AUM managed by the mutual funds industry stood at Rs. 32.29 lakh crore (US\$ 438.27 billion). Inflow in India's mutual fund schemes via the Systematic Investment Plan (SIP) route reached Rs. 82,453 crore (US\$ 11.70 billion) in 2019. Equity mutual funds registered a net inflow of Rs. 8.04 trillion (US\$ 114.06 billion) by end of December 2019. Another crucial component of India's financial industry is the insurance industry. Insurance industry has been expanding at a fast pace. The total first year premium of life insurance companies reached Rs. 2.59 lakh crore (US\$ 36.73 billion) in FY20. Furthermore, India's leading bourse, Bombay Stock Exchange (BSE), will set up a joint venture with Ebix Inc to build a robust insurance distribution network in the country through a new distribution exchange platform. Fund raising from the equity market grew by 116% to Rs. 1.78 lakh crore in Initial public offering (IPOs), Offer for Sale (OFS) and other market issuances in 2020. In FY20, the number of listed companies on the NSE and the BSE were 1,795 and 5,377, respectively.

### Investments/Developments

- In February 2021, the Reserve Bank of India (RBI) cleared the Rs. 34,250 crore (US\$ 4.7 billion) acquisition of Dewan Housing Finance Corporation (DHFL) by the Piramal Group.

- In January 2021, Sundaram Asset Management Company announced the acquisition of Principal Asset Management for Rs. 338.53 crore (US\$ 46.78 million).
- In January 2021, the National Stock Exchange (NSE) launched derivatives on the Nifty Financial Service Index. This service index is likely to provide institutions and retail investors more flexibility to manage their finances.
- In November 2020, LIC took initiatives to facilitate quicker proposal completion by launching a digital application – ANANDA.
- In November 2020, Paytm reported 2x growth in digital gold transactions in the last six months. New customers have increased 50% since the beginning of this financial year and the average order value has increased by 60%.
- In November 2020, the Reserve Bank of India (RBI) announced establishment of its Innovation Hub. In order to encourage access to financial services and goods and foster financial inclusion, this initiative would create an ecosystem. The Innovation Hub of the Reserve Bank (RBIH) is intended to promote innovation across the financial sector by leveraging technology and creating a conducive environment for innovation.
- VC investments grew to US\$ 3.6 billion in July-September 2020 from US\$ 1.5 billion in the previous quarter, powered by the mega deals, which included the US\$ 1.3 billion raised by the online retailer—Flipkart.
- On November 6, 2020, WhatsApp started its UPI payment services in India on receiving the National Payments Corporation of India (NPCI) approval to ‘Go Live’ on UPI in a graded manner.
- In February 2021, Unified Payments Interface (UPI) recorded 2.29 billion transactions worth Rs. 4.25 lakh crore (US\$ 57.67 billion).
- The number of transactions through Immediate Payment Service (IMPS) increased to 318.79 million and was worth Rs. 2.75 lakh crore (US\$ 37.31 billion) in February 2021.

### Government Initiatives

- The government has approved 100% FDI for insurance intermediaries and increased FDI limit in the insurance sector to 74% from 49% under the Union Budget 2021-22.
- In January 2021, the Central Board of Direct Taxes launched an automated e-portal on the e-filing website of the department to process and receive complaints of tax evasion, foreign undisclosed assets and register complaints against ‘Benami’ properties.
- In December 2020, the Reserve Bank of India issued a draft circular on declaration of dividends by NBFCs, wherein it proposed that NBFCs should have at least 15% Capital to Risk Weighted Assets Ratio (CRAR) for the last 3 years, including the accounting year for which it proposes to declare a dividend.
- In November 2020, the Union Cabinet approved the government's equity infusion plan for Rs. 6,000 crores (US\$ 814.54 million) in the NIIF Debt Platform funded by the National Investment and Infrastructure Fund (NIIF) consisting of Aseem Infrastructure Finance Limited (AIIFL) and NIIF Infrastructure Finance Limited (NIIF) (NIIF-IFL).
- In November 2020, two MoUs were signed—one between India International Exchange (India INX) and Luxembourg Stock Exchange and another between State Bank of India and Luxembourg Stock Exchange for cooperation in financial services, ESG (environmental, social and governance) and green finance in the local market.
- On November 11, 2020, The Cabinet Committee on Economic Affairs approved continuation and revamping of the scheme for financial support to public-private partnerships (PPPs) in ‘Infrastructure Viability Gap Funding (VGF) Scheme’ until 2024-25 with a total outlay of Rs. 8,100 crore (US\$ 1.08 billion).

### Road Ahead

- India is expected to be the fourth largest private wealth market globally by 2028.
- India is today one of the most vibrant global economies on the back of robust banking and insurance sectors. The relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters, there could be a series of joint venture deals between global insurance giants and local players.
- The Association of Mutual Funds in India (AMFI) is targeting nearly five-fold growth in AUM to Rs. 95 lakh crore (US\$ 1.47 trillion) and more than three times growth in investor accounts to 130 million by 2025.
- India's mobile wallet industry is estimated to grow at a Compound Annual Growth Rate (CAGR) of 150% to reach US\$ 4.4 billion by 2022, while mobile wallet transactions will touch Rs. 32 trillion (USD\$ 492.6 billion) during the same period.

- The Indian equity market is expanding in terms of listed companies and market capitalization, widening the playing field for brokerage firms. Sophisticated products segment is growing rapidly, reflected in the steep rise in growth of derivatives trading.
- With the increasing retail penetration, there is an immense potential to tap the untapped market. Growing financial awareness is expected to increase the fraction of population participating in this market. Total wealth held by individuals in unlisted equities is projected to grow at a CAGR of 19.54% to reach Rs. 17.64 lakh crore (US\$ 273.69 billion) by FY22.
- Total value of Private Equity (PE)/ Venture Capital (VC) investment grew 44% over the past three years in value terms to reach US\$ 48 billion in 2019. VC investments grew to US\$ 3.6 billion in July-September 2020 from US\$ 1.5 billion in the previous quarter, powered by the mega deals, which included the US\$ 1.3 billion raised by the online retailer—Flipkart.
- Turnover from derivatives segment reached Rs. 3,453.9 lakh crore (US\$ 49.41 trillion) in FY20 and stood at Rs. 5,316.4 lakh crore (US\$ 72.32 trillion) in FY21 (until February 2021).  
(Source: <https://www.ibef.org/industry/financial-services-presentation>)

## I. Trends in Resource Mobilisation by Corporates

**Table 1: Fund Mobilisation by Corporates (₹ crore)**

Particulars	Feb-21	Mar-21
<b>I. Equity Issue</b>	<b>14,517</b>	<b>20,127</b>
a. IPOs (i+ii)	3,658	6,352
<i>i. Main Board</i>	3,655	6,255
<i>ii. SME Platform</i>	3	97
b. FPOs	0	30
c. Equity Right Issue	2,999	72
d. QIP/IPP	2,645	10,775
e. Preferential Allotment	5,216	2,898
<b>II. Debt Issue</b>	<b>45,902</b>	<b>95,230</b>
a. Debt Public Issue	216	900
b. Private Placement of Debt	45,685	94,330
<b>Total Funds Mobilised (I+II)</b>	<b>60,419</b>	<b>1,15,356</b>

Source: SEBI, NSE, BSE and MSEI

- During March 2021, there were nine main board IPO issues and six SME IPO mobilising ₹ 6,352 crore and ₹ 97 crore respectively as compared to five main board IPO issues and one SME IPO mobilising ₹ 6,352 crore and ₹ three crore respectively in February 2021.
- During March 2021, there was only one FPO issue mobilizing ₹30 crore.
- There were three rights issues in the month of March 2021 mobilizing ₹ 72 crore as compared to one rights issue mobilizing ₹2,999 crore in February 2021.
- March 2021 also witnessed two public issues of corporate bonds, amounting ₹ 900 crore as compared to one public issue, amounting to ₹ 216 crore during February 2021.
- An amount of ₹ 13,673 crore was raised through private placement of equity (i.e., preferential allotment and QIP) during March 2021 against ₹ 7,861 crore during February 2021.
- Private placement of corporate debt reported on exchanges stood at ₹ 94,330 crore during March 2021, compared to ₹ 45,685 crore during February 2021.

## II. Trends in the Secondary Market

- At the end of March 2021, Nifty 50 closed at 14,691 as compared to the closing value of 14,529 at the end of February 2021 registering an increase of 1.1 per cent.
- S&P BSE Sensex closed at 49,509 at the end of March 2021, as compared to the 49,100 at the end of February 2021 indicating an increase of 0.8 per cent.
- Nifty 50 and S&P BSE Sensex reached their intraday high for the month at 15,336 and 51,822 respectively on March 12, 2021. Both the indices reached their intraday low for the month at 14,264 and 48,236 for the month on March 25, 2021.

The P/E ratios of S&P BSE Sensex and Nifty 50 were 34.4 and 33.2, respectively, at the end of March 2021 compared to 33.9 and 39.7 respectively, at the end of February 2021.

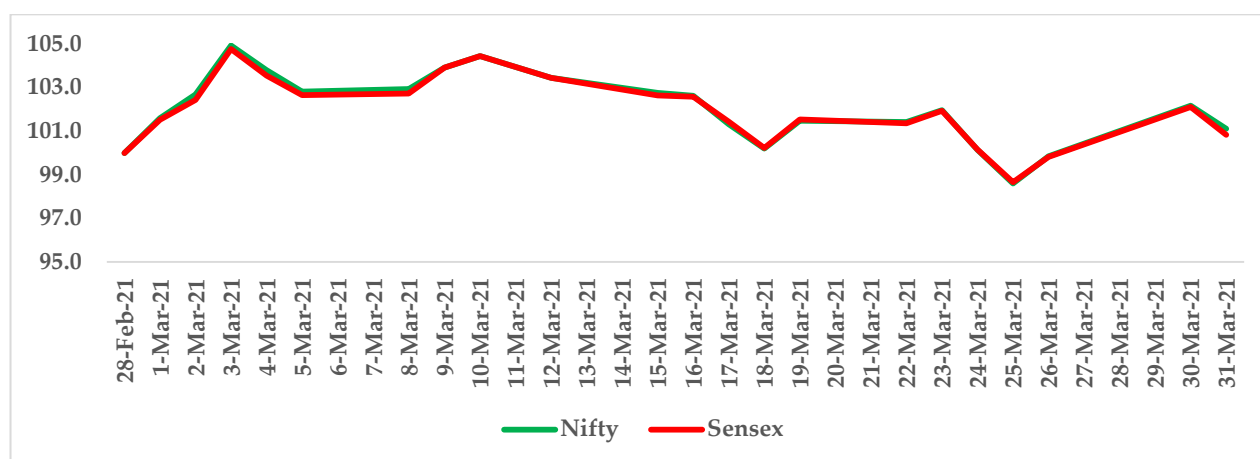
**Table 2: Snapshot of Indian Capital Market**

Description	Feb-21	Mar-21	Change during the Month
<b>Index in Equity Market</b>			
Nifty 50	14,529	14,691	1.1
Sensex	49,100	49,509	0.8
Nifty Midcap	6,797	6,772	-0.4
Nifty Smallcap	8,050	8,113	0.8
BSE Midcap	19,979	20,181	1.0
BSE Smallcap	20,155	20,649	2.5
<b>Market Capitalisation (₹ crore)</b>			
BSE	2,00,81,096	2,04,30,815	1.7
NSE	1,99,63,826	2,02,95,813	1.7
<b>P/E Ratio</b>			
Sensex	33.9	34.4	1.5
Nifty 50#	39.7	33.2	-16.3
<b>No of Listed Companies</b>			
BSE	5,462	5,477	0.3
NSE	1,957	1,968	0.6
<b>Gross Turnover in Equity Segment (₹ crore)</b>			
BSE	1,44,955	1,05,229	-27.4
NSE	16,27,464	13,98,947	-14.0
<b>Gross Turnover in Equity Derivatives Segment (₹ crore)</b>			
BSE	58,37,172	62,12,506	6.4
NSE	8,60,21,969	9,32,04,875	8.4
<b>Gross Turnover in Currency Derivatives Segment (₹ crore)</b>			
BSE	4,49,171	5,63,284	25.4
NSE	10,82,489	14,44,571	33.4
MSEI	12,192	14,324	17.5
<b>Gross Turnover in Interest Rate Derivatives Segment (₹ crore)</b>			
BSE	5,520	14,649	165.4
NSE	6,735	4,390	-34.8

Note: #NSE changes the PE methodology by taking into consolidated earning w.e.f. March 31, 2021

Source: BSE, NSE and MSEI

**Figure 1: Movement of S&P BSE Sensex and Nifty 50 during December 2020**

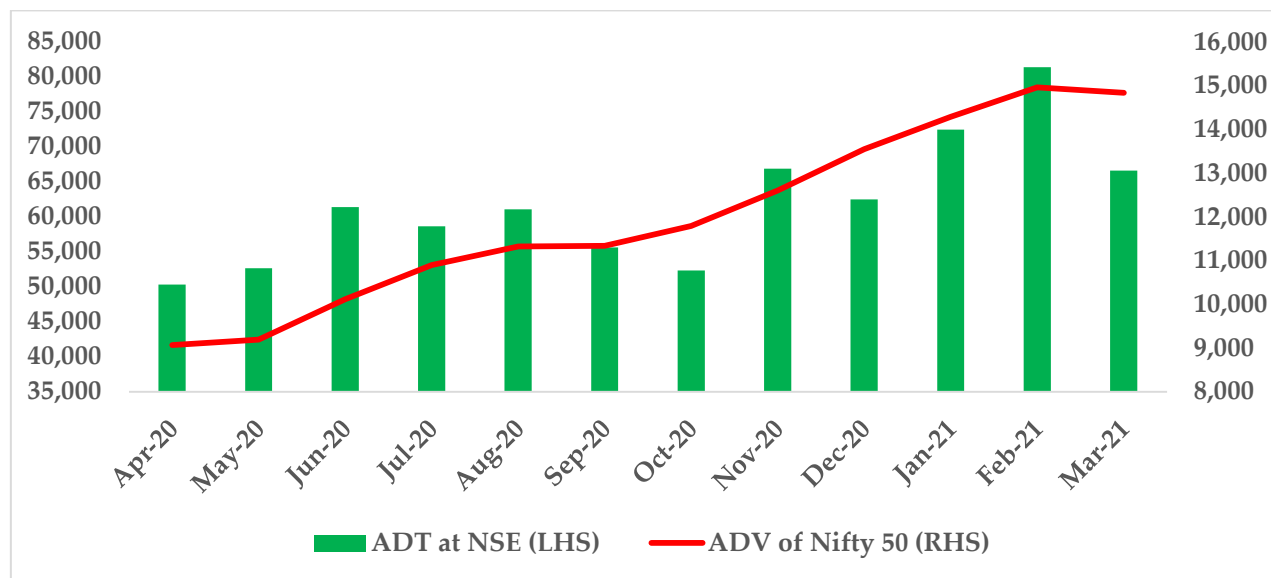


**Note:** The closing values of Nifty 50 and Sensex have been rebased with respective closing values of last day of the previous month.

**Source:** BSE and NSE

At the end of March 2021, the market capitalisation of both the BSE and NSE increased by 1.7 per cent each over the level at the end of previous month.

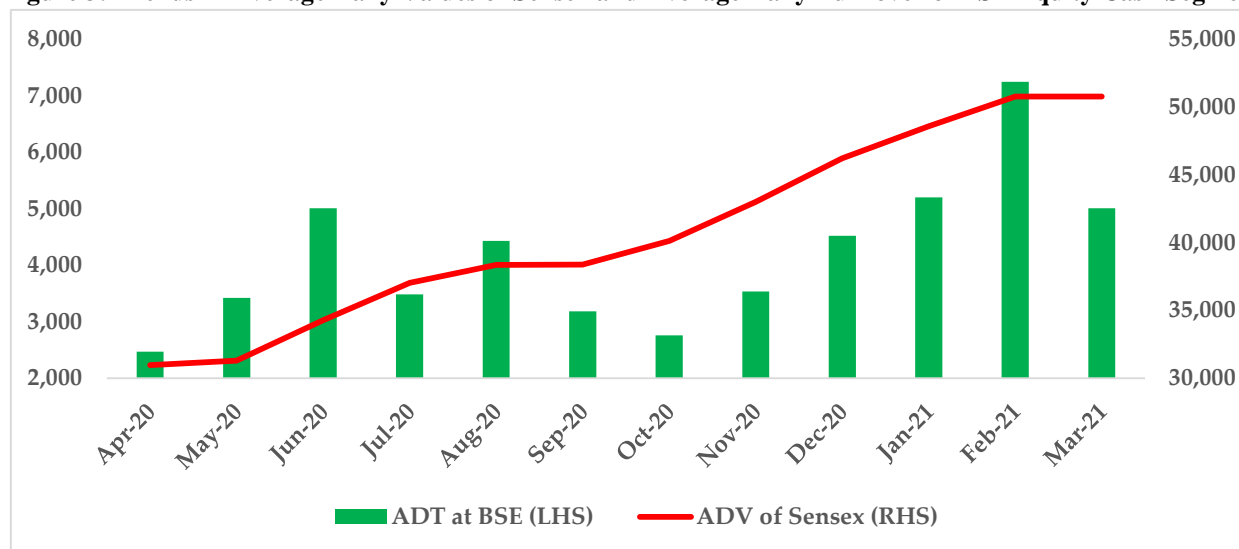
**Figure 2: Trends in Average Daily Values of Nifty 50 and Average Daily Turnover of NSE Equity Cash Segment**



**Note:** ADV implies Average Daily Values and ATD implies Average Daily Turnover

**Source:** NSE

**Figure 3: Trends in Average Daily Values of Sensex and Average Daily Turnover of BSE Equity Cash Segment**



**Note:** ADV implies Average Daily Values and ATD implies Average Daily Turnover

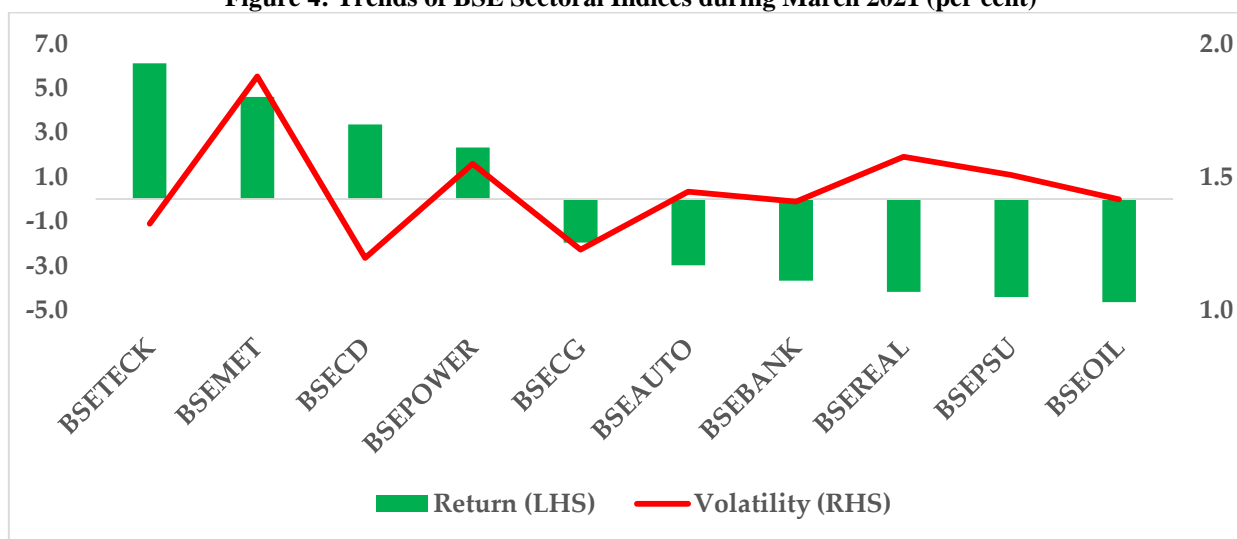
**Source:** BSE

- During March 2021, the gross turnover in the equity cash segments, both at BSE and NSE, decreased by 27.4 per cent and 14.0 per cent respectively.
- Selected BSE sectoral indices witnessed mixed trends during March 2021. Amongst these, S&P BSE Teck increased by 6.1 per cent, followed by S&P BSE Metal (4.6 per cent), S&P BSE Consumer Durables (3.4 per cent) and S&P BSE Power (2.3 per cent). On the other hand, S&P BSE Oil decreased by 4.7 per cent followed by S&P



BSE PSU (4.4 per cent), S&P BSE Reality (4.2 per cent), S&P BSE Bank (3.7 per cent), S&P BSE Auto (3 per cent) and S&P BSE Consumer Goods (2.0 per cent) over the previous month. The average daily volatility and monthly returns for these selected BSE indices for March 2021 are illustrated in Figure 4.

**Figure 4: Trends of BSE Sectoral Indices during March 2021 (per cent)**



Source: BSE

An increase was observed in the selected sectoral indices of the NSE during March 2021 viz. Nifty FMCG increased by 7.7 per cent, followed by Nifty IT (6.4 per cent), Nifty Pharma (2.7 per cent) and Nifty Services (0.1 per cent), Nifty Bank (13.9 per cent), Nifty Infrastructure (11.9 per cent) and Nifty Services (6.9 per cent) over the previous month. On the other hands, Nifty FMCG decreased by 2.0 per cent, followed by Nifty Pharma (2 per cent) and Nifty IT (1.4 per cent). The average daily volatility and monthly returns of these select NSE indices for February 2021.

## OVERVIEW OF THE GLOBAL FINANCIAL MARKETS

- The JPMorgan Global Composite Purchasing Managers' Index (PMI), compiled by IHS Markit, increased to 56.3 in March 2021, up from 53.2 in February 2021. A reading of PMI above 50 means growth or expansion in economic activity.
- In its April 2021 release of World Economic Outlook, IMF estimated that during 2020, the world output shrank by 3.3 per cent. The world economy is projected to grow at 6.0 per cent. The advanced economies are expected to grow at 5.1 per cent whereas emerging market growth rate is estimated as 6.7 per cent.
- The advanced markets outperformed emerging equity markets in March 2021. MSCI Emerging Market (EM) index decreased by 1.7 per cent in March 2021 over the previous month, while MSCI World index increased by 2.5 per cent during same period.
- The volatility in the equity markets decreased during March 2021. The CBOE VIX index decreased to 19.4 at the end of March 2021 from 28.0 as at the end of last month.
- The US 10-year government bond yield increased by 29 bps to 1.8 per cent during March 2021. The 10-year government bond yield of India decreased by 5 bps to 6.2 per cent at the end of March 2021, compared to end of the previous month.
- The WTI crude oil prices decreased by USD 2.3 per barrel (or by 3.8 per cent) to USD 59.2 per barrel in March 2021. Gold prices decreased by 1.5 per cent to USD 1,707.0 at the end of March 2021 from USD 1,733.5 at the end of February 2021.
- As per the latest estimate, the US economy expanded by 6.4 per cent Q-o-Q in annualised terms in the Q1 of 2021, compared to 4.3 per cent increase during the previous quarter. The US unemployment rate decreased to 6.0 per cent in March 2021 from 6.2 per cent in the previous month. The US Composite PMI data also indicate rising

economic activity at 59.7 (in March 2021) from 59.1 a month earlier. The IHS Market's US Manufacturing PMI increased to 59.1 in March 2021 from 58.6 in previous month.

- The UK economy grew by 1.0 per cent Q-o-Q in Q4 of 2020, against 16.1 per cent expansion of the previous quarter. The IHS Markit UK composite PMI observed at in 56.4 March 2021 from 49.8 in previous month.
- According to the data published by Eurostat, the Eurozone economy shrank by 0.6 per cent Q-o-Q in Q1 of 2021, after shrinking by 0.7 per cent in previous quarter. Among the largest economies of Eurozone) a contraction was observed viz. Germany (-1.7 per cent), Italy (-0.4 per cent) and Spain (-0.5 per cent). The economy of France (0.4 per cent) returned to growth.
- GDP growth of China was 0.6 per cent in Q1 of 2021, however, it was less than the growth in the previous quarter. Growth rate in GDP was of 3.2 per cent in Q4 of 2020 in China. According to IMF projections, the Chinese economy is expected to grow at the rate of 8.4 per cent in 2021 and will have a growth rate of 5.6 per cent in 2022.
- As per MOSPI, India's GDP grew by 0.4 per cent Y-o-Y during Q3 of 2020-21 compared to a negative Y-o-Y growth rate of 7.3 per cent in Q2 of 2020-21. In Q3 of 2020-21, the business activity in hotels, transport, communication service declined by -7.7 per cent, public administration services declined by -1.5 per cent, and mining and quarrying declined by 5.9 per cent. Increase in growth rates was observed in manufacturing and construction which grew by 1.6 per cent and 6.2 per cent respectively in Q3 of 2020-21.
- According to the Second Advance Estimate released by MoSPI on 26 February 2021, GDP of India is estimated to fall by 8.0 per cent during the Financial Year 2020-21 as compared to 4.0 per cent expansion in 2019-20. World Bank estimated India's GDP to grow by -9.6 per cent in 2020. According to IMF projections, the Indian economy is expected to grow by 12.5 per cent in 2021.
- Retail inflation (CPI Inflation) in India observed to be 5.5 per cent in March 2021, compared to 5.0 per cent in a month earlier. Index of Industrial Production (IIP) fell by 3.6 per cent in February 2021, compared to 5.2 per cent growth in the same month in previous year. The mining sector witnessed a contraction of 5.5 per cent as compared to growth of 9.6 per cent a year ago, while the manufacturing sector contracted by 3.7 per cent in February 2021 as against a growth of 3.8 per cent in February 2020. India's manufacturing PMI for March was observed to be 55.4 against 57.5 of the previous months. The services PMI was observed to be 54.6 in March 2021 against 55.3 of the previous months.

(<https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=4&ssid=80&smid=107>)

## OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled “*Risk Factors*”, beginning on page 22 of this Draft Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its consolidated financial statements, including the notes thereto, in the section title “*Risk Factors*” and the chapters titled “*Consolidated Financial Statement as Restated*” and “*Management Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page 22, 140 and 167 of this Draft Prospectus

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to “we”, “us”, “our” and “our Company” are to “Gretex Corporate Services Limited” and Group Entities as the case may be.

### OVERVIEW

We are a Company in India, offering diversified financial and consultancy services in the areas of Capital Markets, Corporate Finance, Corporate Restructuring, Debt Syndication, Compliance Advisory. We started our operations in the year 2008, in the initial years the company was engaged in the business of providing project finance services to companies through banks and financial institutions. In the year 2011 the company started providing services of capital market such as Direct listing of companies on nationwide stock exchanges. This new venture gave management an interest to explore more opportunities in capital market. So, in the year 2013 we applied for the license of merchant banking with Securities and Exchange Board of India (SEBI). SEBI has provided the company with Initial Certificate of Registration which was valid for a period of 5 years. In the year 2019 our initial certificate of registration was renewed and a permanent registration was provided by SEBI. Since past six years we have been carrying out the business of management of fund-raising activities, investment advisory, underwriting of issues, manager, consultant or adviser to any issue including corporate advisory services and as consultant or adviser to the issuer. We are registered as SEBI Category-I Merchant Banker having Registration Code INM000012177. Since inception, we have aimed to become a one-stop shop for providing financial advisory services. From its budding time, our goal is to share out of box and innovative ideas and execute them efficiently. Traditionally the only way of finance was through debt or personal finance but debt funding often restricts the real growth of a company and it is seen that a company can achieve great heights when it goes public. The company attains the growth when it unlocks the real value of company through valuing the shares of the company. Over the time we have developed an expertise in the area of identifying Small and Medium Enterprises, determine its funding requirement and carter company’s funds needs by taking the company public by the mean of an IPO on the SME Exchange in India. We primarily cater the needs of Small and Medium Enterprises, but our services are not limited to SMEs, over the period of years our company has been able to successfully create its name in Primary markets for successfully executing 21 SME IPOs and 1 BSE Startups Segment under SME Platform of BSE Limited. We offer a banquet of services as following:

<b>Capital Markets</b>	IPOs, De-Listing, Open Offer, Exit Offer, Right Issue
<b>Corporate Finance</b>	Valuation, Private Equity, Venture Capital, Bank Finance and Issue of Debt Securities
<b>Corporate Restructuring</b>	Mergers & Acquisitions, Takeover, Demergers
<b>Compliance Advisory</b>	Statutory Compliances and secretarial support services

We are always committed to fulfil the requirements of our clientele according to their needs. In order to meet these requirements, we have adapted to best measure in the industry. We believe that we carry out extensive research, training and up gradation of technology to maintain the standard and quality of our services. We are providing services that ensure customer satisfaction. We believe that we have long-term and stable relationships developed over the years with our key customers through the quality of services we provide.

Our company has 2 associates company named Sankhu Merchandise Private Limited and Gretex Share Broking Private Limited.

Our Company was originally incorporated as “Dynamic Tradeserv Private Limited” on September 05, 2008 at Kolkata, West Bengal as a private limited company under the Companies Act, 1956 with the Registrar of Companies, West Bengal. The name of our Company was changed to “Gretex Corporate Services Private Limited” vide Fresh Certificate of Incorporation Consequent upon Change of Name pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on May 28, 2013. The Registered office of our Company got shifted from West Bengal to

Maharashtra vide Certificate of Registration of Regional Director order for Change of State dated December 02, 2016. Further, our Company was converted into Public Limited Company pursuant to Shareholder's resolution passed at the Extraordinary General Meeting of our Company held on April 12, 2021 and the name of our Company was changed to "Gretex Corporate Services Limited" and a Fresh Certificate of Incorporation consequent upon conversion of Company to Public Limited dated May 12, 2021 was issued by Registrar of Companies, Mumbai, Maharashtra, being Corporate Identification Number U74999MH2008PLC288128.

We have our registered office and working station located at Office No. 13, 1st Floor, Bansilal Mansion 9-15 Homi Modi Street, Fort Mumbai – 400 001, Maharashtra, India having an area of approximately 475 sq. ft. as on date of filing of draft prospectus. Apart from this the company has its Branch office at 90, Phears Lane, 506, 5<sup>th</sup> Floor, Kolkata-700012, West Bengal, India.

Our Company is promoted by Mr. Arvind Harlalka, Mr. Alok Harlalka and M/s Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited) who are the guiding force behind all the strategic decisions of our Company. Our Promoters have corporate and Entrepreneurial Experience. The promoters are the frontline force behind the company, they are leading the company from the front in departments like Business development, Sales, Human resource. Our Promoters collectively have an experience of around 3 decades in the field of financial services, marketing and sales. Promoters are successfully catering the needs of corporates through providing them corporate advisory services for more than a decade. Their industry knowledge and understanding also gives us the key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues. Mr. Alok Harlalka (Managing Director) is also a director in the Association of Investment Bankers of India (AIBI). This provides the company an advantage in terms it connects to big players in the field of financial Services.

Our office facilities are well equipped with streamlined process to ensure quality of services and timely fulfillment of our assignment. We provide the best-in-class solutions to our esteemed customers spread over all the sectors. We believe that we offer best to all our customers which makes us possible by understanding our client's needs and strive to deliver beyond their expectations. We are always committed to fulfil the requirements of our clientele according to their needs. In order to meet these requirements, we have adapted to best measure in the industry. We are providing services that ensure customer satisfaction. We believe that we have long-term and stable relationships developed over the years with our key suppliers and our key customers through the quality of services we provide.

Our total revenue increased from ₹ 315.53 Lakh in Fiscal 2019 to ₹ 324.63Lakh in Fiscal 2021 representing a growth rate of 2.89%. Our EBIDTA increased from ₹ 69.98Lakh in Fiscal 2019 to ₹ 119.23Lakh in Fiscal 2021, representing a growth rate of 70.37%. Our PAT increased from ₹ 24.97Lakh in Fiscal 2019 to ₹ 71.41Lakh in Fiscal 2021, representing a growth rate of 185.93 %.

## OUR LOCATIONS

<b>Registered Office</b>	Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion 9-15 Homi Modi Street, Fort Mumbai – 400 001, Maharashtra, India.
<b>Branch Office*</b>	506 (A&B), 5th Floor, 90, Phears Lane, Kolkata-700012, West Bengal, India

\*Our books of accounts are been maintained at our branch office and not at our registered office.

## OUR COMPETITIVE STRENGTHS

### Rich Management Experience

Our Promoters have collective experience in financial services industry of approximately 3 decades. Our Company is managed by a team of experienced and professional personnel, exclusively focused on different aspects of the industry. The team comprises of personnel having operational experience and they are capable of creating and facing the challenges of growth within our Company. We believe that our management team's experience and their understanding of our industry will enable us to continue to take advantage of both current and future market opportunities. Our Management's experience and knowledge enables us in addressing and mitigating various risks inherent in our business, including competition, the global economic crisis related effects and fluctuations in the prices.

### Strong professional and execution team allows the Company to develop a strong business

Our Company has a team of able and experienced professionals with ability to actively manage funding operations. This coupled with proven Directors track record allows the Company to rapidly grow its client portfolio and business.

We are a professionally managed firm having qualified internal team and associates distinguished Chartered Accountant, Company Secretaries, Corporate Financial Advisors and Tax Consultants. Today's Business World demands quality professional services that are provided in a timely and a cost-effective manner. We facilitate the integration of our workforce, processes and technology. Our key business processes are actively managed by our senior management.

### **Diversified Portfolio of Services offered**

We provide various diversified financial and consultancy services in the areas of Capital Markets, Corporate Finance, Corporate Restructuring, Debt Syndication, Compliance Advisory. For past six years we have been carrying out the business of management of fund-raising activities, investment advisory, underwriting of issues, manager, consultant or adviser to any issue including corporate advisory services and as consultant or adviser to the issuer. and other services like De-Listing, Open Offer, Exit Offer, Right Issue, Valuation, Private Equity, Venture Capital, Bank Finance and Issue of Debt Securities, Mergers & Acquisitions, Takeover, Demergers, Statutory Compliances and secretarial support services.

### **Long-term relationships**

Long term client relationships provide the foundation for our business. Our client list includes SME companies from various sector such as Business Process Management Services, Pharma, Garment Manufacturing, Plastic sheets and granules Manufacturing, Industrial Machinery, Hotels, Containers & Packaging, IT Consulting & Software, Railway Infrastructure, Protective gear Manufacturing. Apart from clients we have been able to create a long-term relationship with intermediaries involved in the due process of IPOs such as Printers, Registrar and share transfer agents, legal firms, Printers and advertisers, stock brokers, depository participants, stock exchanges, wealth managers, investment advisors, merchant bankers, NBFCs, banks etc.

### **Quality Service**

We believe in providing quality and timely service to our customers. We have a set of standards for ourselves when it comes to timeliness and quality of service we provide to our customers. We believe that our quality service for the last six years has earned us goodwill from our customers, has also helped us to add new customers to our existing customer base. Our company focuses on maintaining the level of consistently in our service, thereby building customer loyalty for our Brand.

## **BUSINESS STRATEGY**

### **To strengthen our Financial Advisory businesses**

We intend to maintain our position in the financial market in terms of Issue Management operations by acquiring new clients who will also strengthen our advisory business and increase the number of advisory transactions. We believe that our business provides us with various advantages which we can leverage to improve our ranking in our financial advisory business. For example, our execution capabilities, existing corporate relationships and our corporate access services are all complementary to our financial advisory business. With the goal of strengthening our position, we aim to enhance our market position in the growing IPO/ Issue Management services space while continuing to focus on increasing our market position in the financial and corporate advisory space.

### **Building-up as a Professional Organisation**

We believe for a business to grow beyond a certain size, it needs to be run as a professional organisation. No organisation run in a promoter-centric or an unorganized structure can become a large business. We believe in transparency, commitment and coordination in our work, with all our stakeholders. We have the right blend of experienced and dynamic team and staff which takes care of our day-to-day operations. We also consult with external agencies on a case-to-case basis on technical and financial aspects of our business.

### **Continue to attract and retain talent**

As part of our business strategy, we are focused on attracting and retaining high quality talent as we continue to expand our service offering. We have recruited and retained talented employees from a variety of backgrounds. We expect to continue to attract talented employees through our retention initiatives. We intend to invest adequate time and resources for training our employees, which we believe would foster mutual trust, improve the quality of our customer service



and place further emphasis on our continued retention.

### **Expanding Our Clientele Network by Geographic expansion**

We believe that our growth in other states in the country can fetch us new business expansion and opportunities. Presently, our offices are in Mumbai and Kolkata and we need to expand either directly or through associations. Going forward we intend to establish our presence at various locations in the country and also globally. Our emphasis is on scaling up of our operations in other markets which will provide us with attractive opportunities to grow our client base and revenues.

### **Strategic Acquisition and Alliance Opportunities**

We intend to explore and evaluate strategic acquisition and technology alliance opportunities to gain access to new clients and sectors, add new technology capabilities to our offerings that drive synergies with our existing business ventures.

### **OUR BUSINESS SERVICES:**

Our financial advisory and consultancy services are briefly described below:

**SME IPO:** SME-IPOs first hit the markets in the year 2012 and since then have showcased a decent performance, bringing in a boost for small and medium-sized companies. As the acronym suggests, Small and Medium Enterprise and SME-IPO is an Initial Public Offering (IPO) that is meant for the trading of shares in small and medium companies. As the companies involved in this are small or medium-sized, the IPO that opens up is considerably small as compared to the IPOs that are listed on BSE & NSE's main exchange platform. Currently, there are two SME Exchanges in the country, the BSE SME platform (BSE) and EMERGE Platform (NSE). Both have their own eligibility criteria for SME listing in addition to the SEBI Guidelines provided for the Listing. Both the BSE and the NSE launched the Exchange for listing and trading of small and medium-sized companies in the year 2012. Currently, over 300 companies are listed on BSE and the NSE Emerge has over 180 companies listed on it.

**VALUATION:** Central Board of Direct Taxes (CBDT) made alterations vide its notification, in Rule 11UA(2)(b), which allowed Merchant Bankers for carrying out valuation of the equity shares using Discounted Cash Flow (DCF) method. Therefore, company is desirous of issuing further shares and wants to get it valued under DCF, then it will have to get it done by merchant bankers only. Valuations are required for different circumstances and the purposes such as investment analysis, capital budgeting, merger and acquisition transactions, financial reporting, taxable events to determine the proper tax liability for which the valuation is intended. Our Company possess the requisite manpower and resources for providing pre-eminent services, which are tailored to meet the needs of clients at different stages of development and with different objectives.

**OPEN OFFER:** An open offer is an offer made by the acquirer to the shareholders of the target company inviting them to tender their shares in the target company at a particular price. The primary purpose of an open offer is to provide an exit option to the shareholders of the target company on account of the change in control or substantial acquisition of shares, occurring in the target company. We are also one of the merchant bankers hired for managing open offers of listed companies. Our expertise includes coordination between various agencies, preparation of open offer related documents and public announcements, and liaising with SEBI, ROC and other relevant authorities. We assist Companies and Acquirers under SEBI Takeover Regulations for making open offers in respect of the substantial acquisition of shares of listed companies.

**EXIT-OFFER:** SEBI vide circular dated May 30, 2012 issued guidelines facilitating the exit of De-recognized/Non-operational stock exchanges and exit to the shareholders of exclusively listed companies (ELCs) by allowing them to get listed on national stock exchanges after complying with the diluted listing norms of nationwide stock exchanges, failing which they would be moved to the Dissemination Board (DB). Our company provides its clients with the services for the exit offer to remove their company from the Dissemination board of BSE and NSE as the options provided by SEBI.

**DE-LISTING:** Delisting is totally reverse of listing. Delisting means permanent removal of securities of a listed company from a stock exchange. As a result of delisting, the securities of that company would no longer be trade able at that stock exchange. The said removal from a stock Exchange of mainly two types i.e., Voluntary (at the will of the Company) or Compulsory (out of a penal action taken by the Stock Exchanges, for the reason of certain violations/



lapses). We manage assignments for de-listing of shares, as per SEBI Regulations once the company decided to delist its securities.

**PRIVATE EQUITY ADVISORY:** We assist companies access the pool of capital in the form of private placement of equity/ debt to raise funds, assist in valuation and negotiation of terms that may be mutually beneficial to both the parties. Our qualified personnel have an understanding of various businesses, enjoy strong relationships with investors to ensure optimum distribution and are grounded in research driven tracking of investment environment. Leveraging our team's transactional experience and network of private equity investors to generate pragmatic solutions for the complex financing needs of our clients enables us to serve our clients better by gauging sector interest, market developments and change in investment philosophy.

**AMALGAMATION, DEMERGERS OR CORPORATE RESTRUCTURING:** Corporate restructuring could be in the form of either amalgamation or demerger. Amalgamation is the process of combining or uniting multiple entities, engaged in the same line of business or having some similarity in operations, under a common management. It includes (i) joining two or more companies to form a new company, or (ii) absorption or blending of company by the other. Whereas, demerger is a process wherein a company splits off its existing business activities into several components, with the intent to form a new company that operates on its own or sell or dissolve the unit so separated. The reasons of amalgamation and demerger could vary from reducing complexity of the business structure to spinning off of vertical to make it an independent entity so that it can run independently.

**DEBT SYNDICATION:** We undertake funding activities for diverse business requirements of corporates and provides support services such as structuring and critical evaluation of the term financial requirement, preparation of financial plans as well as identification of size and type of the debt, arranging sanction of long term loan, facilitating execution of requisite documents and due disbursement of loans, placement of debentures and/or preference shares with investment institutions, banks, mutual funds and other investors. While providing these comprehensive services, we examine and take into consideration, factors relating to the industry, economy and business. Our relationships with commercial banks, alternate asset managers, as well as structuring capabilities guide our clients to success in securing debt for their company. We continue to build a strong franchise in structuring appropriate financing solutions for client-specific situations and identifying appropriate institutional investors. Our debt syndication services provide for a wide range of offerings, including structured and mezzanine finance, project finance and acquisition finance.

**FOLLOW ON PUBLIC OFFERINGS (FPOS):** A follow-on public offering (FPO) is the issuance of shares to investors by a company listed on a stock exchange. A follow-on offering is an issuance of additional shares made by a company after an initial public offering (IPO). Follow-on offerings are also known as secondary offerings. An FPO may be promoted either by the company itself, wherein the FPO proceeds are invested in the company against the issue of new shares or by existing shareholders, who desire to offload their shareholding in the company, called Offer-for-Sale or OFS, or by a combination of both, i.e., issue of new shares and OFS. The issue of shares by a listed company, whether it be IPO, FPO, private equity or debt instruments is regulated by the Securities and Exchange Board of India (SEBI), more specifically by the rules and regulations framed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations).

**RIGHTS ISSUE / BUY-BACK / ESOP:** The focus of the Company on this activity is more with a view to serve our existing clientele in the listed space. We aim to provide services to all our clients under one roof. A rights issue or rights offer is a pre-emptive subscription rights to buy additional securities in a company made to the company's existing security holders in the ratio of their existing shareholding. With the issued rights, existing security-holders have the privilege to buy a specified number of new securities from the issuer at a specified price within a subscription period. The recognition of human capital as the prime resource of business organization, has led to fierce competition for attracting, retaining and motivating talent. ESOPs in different forms are the most effective form of synergizing the interests of the employees and corporate entity they work for. It is this synergy which motivates employees to give that indefinable extra bringing sustained growth and profitability.

**PRIVATE PLACEMENTS:** A private placement is a capital raising event that involves the sale of securities to a relatively small number of selected groups of persons (Investors). A private placement is different from a public issue in which securities are made available for sale on the open market to any type of investor. Over the years, our Promoters and experienced employees have established contacts with several Domestic Financial Institutions, Banks, Mutual Funds and Foreign Institutional Investors (FIIs) which will help in sourcing opportunities for execution of mandates as well as transaction closure.

## COLLABORATIONS

Our Company has not entered into any collaboration agreements as on date of this Draft Prospectus.

## INFRASTRUCTURE FACILITIES FOR UTILITIES LIKE ELECTRICITY WATER & POWER.

### Infrastructure Facilities

Our registered office is situated at Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India and our registered office is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

### Power

The company does not require much power except the normal requirement of the office of the Company, and for lighting, systems running etc. Adequate power is available for office from Brihanmumbai Electric Supply and Transport lighting.

### Water

Our registered office has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premises.

## EXPORT AND EXPORT OBLIGATIONS

As on date of this draft prospectus, our Company does not have any export and export obligation.

## CAPACITY AND CAPACITY UTILIZATION

Capacity and capacity utilization is not applicable to our Company since our business is not in the nature of a manufacturing concern with specified installed capacity.

## HUMAN RESOURCE

Human resource is the key element for our Company's growth strategy and handling the day-to-day activities within the organization. We focus on attracting and retaining the best possible talent. Our team is a blend of experienced, professional with expertise in capital markets. Our Company does not have any Employee Unions.

As on March 31, 2021, we employed 6 personnel (full time employees) who look after the day-to-day business operations, administrative, secretarial, legal and accounting functions in accordance with their respective designated duties.

The Managing Director of the Company himself does the marketing work, he believes in bringing the customers to the company by himself, this is because he gives importance to the customer's preference and make sure that the customer associated with the company are satisfied by the services of the company. And all the employees who are employed in their respective departments also work with integrity to make sure the operation the company are fulfilled and the targets the company has set are achieved.

## OUR PROPERTIES

### Properties owned by the Company

Sr. No	Location	Name of Seller	Date of Agreement	Area	Purpose
1.	501, 5th Floor, 90, Phears Lane, Kolkata-700012, West Bengal, India.	Sankhu Merchandise Private Limited	June 08, 2013	398sq. ft	Vacant premise
2.	502, 5th Floor, 90, Phears Lane, Kolkata-700012, West Bengal, India.	Sankhu Merchandise Private Limited	June 08, 2013	513sq. ft	Vacant premise

Sr. No	Location	Name of Seller	Date of Agreement	Area	Purpose
3.	503, 5th Floor, 90, Phears Lane, Kolkata-700012, West Bengal, India.	Sankhu Merchandise Private Limited	June 08, 2013	572 sq. ft	Vacant premise
4.	506 (A&B), 5th Floor, 90, Phears Lane, Kolkata-700012, West Bengal, India.	Sankhu Merchandise Private Limited	June 08, 2013	1625 sq. ft	Branch Office

#### Properties taken on rent by the Company


Sr. No	Location	Type	Name of Licensor	Document and Date	Security Deposit	Rent	Period of Agreement	
							From	To
1.	Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400 001, Maharashtra, India.	Rent	Mr. Jayantila. V. Shah	December 01, 2020	₹ 2.40 lakhs	₹ 0.40 lakhs	December 01, 2020	November 30, 2025
2.	Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400 001, Maharashtra, India.	Maintain/ service provided	Nine Square Prints India Private Limited	December 01, 2020	₹ 2.10 lakhs	₹ 0.35 lakhs	December 01, 2020	November 30, 2025

#### COMPETITION

In particular, we compete with other financial advisory and Investment companies, both in India and abroad; and other Merchant Banks and public and private sector funds operating in the markets in which we are present. In recent years, large international banks have also entered these markets. Our client mix consists of both small and medium size businesses, which are based upon a local or regional relationship with our presence in each market, and large national/multinational client relationships.

We compete with a large number of registered merchant bankers. We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation and price. In addition, it is possible that certain large financial services groups may decide to begin offering services that we currently provide and new players might enter the market, thereby further intensifying the competition. Our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

#### TRADEMARK

S. No	Particulars of the mark	Word/ Label Mark	Applicant	Application No.	Issuing Authority	Certificate Detail	Class	Status/ Validity
1		Device	Gretex Industries Limited*	2531591	Trademarks Registry, Mumbai	Certificate bearing no. 1857972 dated May 15, 2013	24	May 15, 2023

\*The said trademark is registered in the name of our group company i.e. Gretex Industries Limited (formerly known as Gretex Industries Private Limited). Our Company has obtained the NoC dated May 10, 2021 from the group company as the trademark being used by our Company.

#### INSURANCE DETAILS:

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. We have taken insurance policies with different schemes and benefits covering our employees. Our policies are subject to customary exclusions and customary deductibles. We believe that our insurance coverage is adequate for our business needs and operations. We

will continue to review our policies to ensure adequate insurance coverage is maintained.

Policy No.	Risk Covered	Sum assured (₹ in lakh)	Name of the Issuer	Policy Period	
				From	To
0302001120P109344646	Standard Fire and Special Perils Policy	344. 83/-	United India Insurance Company Limited	November 19, 2020	November 18, 2021

## KEY INDUSTRY REGULATIONS AND POLICIES

*Except as otherwise specified in this Draft Prospectus, the Companies Act, 2013, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business of Investment Banking and Corporate Advisory services. Taxation statutes such as the I.T. Act, and applicable Labour laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and is neither designed nor intended to be a substitute for professional legal advice.*

### APPROVALS

For the purpose of the business undertaken by our Company, its required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government and Other Statutory Approvals” beginning on page 182 of this Draft Prospectus.

### APPLICABLE LAWS AND REGULATIONS

#### **BUSINESS/TRADE RELATED LAWS/REGULATIONS**

##### **SEBI Act, 1992(the “Act”)**

The SEBI Act, 1992 provides for the establishment of the Securities and Exchange Board of India to protect the interests of investors in securities markets, to promote the development of, and to regulate, the securities market and other related matters. Through the Act, the Board can conduct enquiries, investigations, audits and inspection of stock exchanges, mutual funds, intermediaries including stock-brokers, self-regulatory organisations and other persons associated in the securities market. It also has the authority to undertake cease and desist proceedings, adjudicate offences and impose penalties under the SEBI Act.

##### **Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992**

The SEBI (Merchant Banker) Regulations, 1992 provide the eligibility criteria, procedure for obtaining the certificate of registration to carry on business as a Merchant Banker. Based on the satisfaction of the specified capital adequacy requirements, SEBI grants registration under categories ranging from Category I to Category IV. According to the category identified, the Merchant Bankers are permitted to carry out certain activities as are prescribed in the Merchant Banker Regulations. Further, the Merchant Bankers are required to adhere to a code of conduct prescribed under the Merchant Banker Regulations.

##### **Securities Contracts (Regulation) Act, 1956**

The SCRA seeks to prevent undesirable transactions in securities by regulating the business of dealing in securities and other related matters. The SCRA provides the conditions for grant of recognition for stock exchanges by the Central Government as also withdrawal of recognition. Every recognized stock exchange is required to have bye-laws for the regulation and control of contracts which inter alia include:

- i. the opening and closing of markets and the regulation of the hours of trade;
- ii. the fixing, altering or postponing of days for settlements;
- iii. the determination and declaration of market rates, including the opening, closing highest and lowest rates for securities;
- iv. the listing of securities on the stock exchange, the inclusion of any security for the purpose of dealings and the suspension or withdrawal of any such securities, and the suspension or prohibition of trading in any specified securities;
- v. the regulation of dealings by members for their own account; and

- vi. the obligation of members to supply such information or explanation and to produce such documents relating to the business as the governing body may require;

### **SEBI Market Maker Guidelines**

The SEBI Market Maker Guidelines provide for the registration, obligations, responsibilities and monitoring of Market Makers on the Small and Medium Enterprise (SME) platform. Any member of the concerned stock exchange would be eligible to act as Market Maker provided it is registered with the concerned stock exchange as a Market Maker to Market Makers are obligated to provide quotes from the day of listing or when designated as the Market Maker on the respective scrip, in accordance with the guidelines provided by the concerned stock exchange.

### **SEBI (Underwriters) Regulations, 1993 (“Underwriter Regulations”)**

The SEBI Underwriter Regulations governs the certification, obligations, and responsibilities of all underwriters. While generally all underwriters must apply for and hold a certificate granted by SEBI under these regulations, a stock broker holding a valid certificate of registration under the SEBI Act, shall be entitled to act as an underwriter without obtaining a separate certificate under the Underwriter Regulations. The underwriter is prohibited from deriving any director indirect benefit from underwriting the issue other than the anticipated commission or brokerage payable for the same.

### **SEBI (Prohibition of Insider Trading) Regulations, 1992 (“the Insider Trading Regulations”)**

The Insider Trading Regulations governs the protection of investors against insider trading. The Insider Trading Regulations prevent insider trading in India by prohibiting an insider from dealing, either on his/her own behalf or on behalf of any other person, in the securities of a company listed on any stock exchange when in possession of unpublished price-sensitive information. Further, any person with whom such unpublished price sensitive information is shared shall not deal in securities of the concerned company. The insider is also prohibited from communicating, counselling or procuring any unpublished price-sensitive information while in possession of such information. The prohibition under Regulation 3A of the Insider Trading Regulations also extends to a company dealing in securities another company, while in the possession of unpublished price-sensitive information. All directors, officers and substantial shareholders in a listed company are required to make periodic disclosures of their shareholding as specified in the Insider Trading Regulations.

### **The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”)**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The MSME Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. The MSME Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council (“Council”). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

### **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED**

#### **Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017(the “Act”)**

Under the provisions of the Act, 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.

#### **The West Bengal Shops and Establishment Act, 1963(the “Act”)**

Under the provisions of the Act, 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.

### **Maharashtra Tax on Professions, Trade, Callings and Employments Act, 1975 (the “Act”)**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State, acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

### **West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979(the “Act”)**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional tax is classified under various tax slabs in India. The tax payable under the State, acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner.

### **Maharashtra Stamp Act, 1958(the “Stamp Act”)**

The purpose of 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 state.

### **Indian Stamp (West Bengal Amendment) Act, 1972**

The purpose of 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 state.

## **GENERAL CORPORATE COMPLIANCE**

### **Companies Act, 2013 (the “Companies Act”)**

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013.

The Companies 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 related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act.

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

### **The Registration Act, 1908 (“Registration Act”)**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

## **EMPLOYMENT AND LABOUR LAWS**

### **The Code on Wages, 2019 (the “Code”)**

The Code received the assent of the President of India on August 8, 2019. The Code is yet to be notified in the Official Gazette. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allows the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

Payment of Wages Act, 1936, as amended, Payment of Wages (Amendment) Act, 2017 is aimed at regulating the payment of wages to certain classes of persons employed in certain specified industries and to ensure a speedy and effective remedy for them against illegal deductions or unjustified delay caused in paying wages to them. The Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of this Act and Rules made there under.

- **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

- **The Payment of Bonus Act, 1965 (the “PoB Act”)**

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The Act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

### **Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“the EPF Act”) and the Employees Provident Fund Scheme, 1952**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees’ provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

### **Employees Deposit Linked Insurance Scheme, 1976**

The scheme shall be administered by the Central Board constituted under section 6C of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the Act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

### **The Employees Pension Scheme, 1995**

Family pension in relation to this Act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this Act. Every employee who is member of EPF or PF has an option of the joining the scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the all the employees who are members of the fund.

### **Employees' State Insurance Act, 1948 (the "ESI Act")**

It is an Act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

### **The Employees' Compensation Act, 1923**

The Employees' Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The said Act makes every employer liable to pay compensation, if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment.

### **Payment of Gratuity Act, 1972 (the "Act")**

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.

### **Maternity Benefit Act, 1961 (the "Act")**

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, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; 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.

## **The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 (the “Act”)**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the Act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

## **TAX RELATED LEGISLATIONS**

### **Income Tax Act, 1961 (“IT Act”)**

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, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

### **Central Goods and Services Tax Act, 2017 (the "GST Act")**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state is levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

## **INTELLECTUAL PROPERTY LEGISLATIONS**

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- Indian Copyright Act, 1957
- The Trade Marks Act, 1999
- The Designs Act, 2000
- The Patent Act, 1970

The Acts applicable to our Company will be:

### **Trade Marks Act, 1999 (“TM Act”)**

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

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## **ANTI-TRUST LAWS**

### **Competition Act, 2002 (the “Act”)**

The Act is to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

## **GENERAL LAWS**

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Negotiable Instrument Act 1881 Industrial Employment (Standing Orders) Act, 1946, Employment Exchanges (Compulsory Notification Of Vacancies) Act, 1959, Consumer Protection Act 2019, Indian Contract Act, 1872, Transfer of Property Act, 1882, Information Technology Act, 2000 etc.

## **OTHER LAWS:**

### **The Foreign Direct Investment**

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“**RBI**”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

## HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### BRIEF HISTORY AND CORPORATE PROFILE

Our Company was originally incorporated as “Dynamic Tradeserv Private Limited” on September 05, 2008 at Kolkata, West Bengal as a private limited company under the Companies Act, 1956 with the Registrar of Companies, West Bengal. The name of our Company was changed to “Gretex Corporate Services Private Limited” vide Fresh Certificate of Incorporation consequent upon Change of Name pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on May 28, 2013. The Registered office of our Company got shifted from West Bengal to Maharashtra vide Certificate of Registration of Regional Director order for Change of State dated December 02, 2016. Further, our Company was converted into Public Limited Company pursuant to Shareholder’s resolution passed at the Extraordinary General Meeting of our Company held on April 12, 2021 and the name of our Company was changed to “Gretex Corporate Services Limited” and a Fresh Certificate of Incorporation consequent upon conversion of Company to Public Limited dated May 12, 2021 was issued by Registrar of Companies, Mumbai, Maharashtra, being Corporate Identification Number U74999MH2008PLC288128.

We have our registered office and working station located at Office No. 13, 1st Floor, Bansilal Mansion 9-15 Homi Modi Street, Fort Mumbai – 400 001, Maharashtra, India having a combined total area of approximately 475 sq. ft. as on date of filing of draft prospectus. Apart from this the company has its Branch office where books of accounts are kept at 506, 5th Floor, 90 Phears Lane, Kolkata – 700 012, West Bengal, India.

The Directors of our Company are the guiding force behind all the strategic decisions of our Company. Our Directors have corporate and Entrepreneurial Experience. The Directors are the frontline force behind the company, they are leading the company from the front in departments like Business development, Sales, Human resource. Our Directors collectively have an experience of around 3 decades in the field of financial services, marketing and sales. Our Directors are successfully catering the needs of corporates through providing them corporate advisory services for more than a decade. Their industry knowledge and understanding also gives us the key competitive advantage enabling us to expand our geographical and customer presence in existing as well as target markets, while exploring new growth avenues. Mr. Alok Harlalka (Managing Director) is also a director in the Association of Investment Bankers of India (AIBI). This provides the company an advantage in terms it connects to big players in the field of financial Services.

We are a Company in India, offering diversified financial and consultancy services in the areas of Capital Markets, Corporate Finance, Corporate Restructuring, Debt Syndication, Compliance Advisory. We started our operations in the year 2008, in the initial years the company was engaged in the business of providing project finance services to companies through banks and financial institutions. In the year 2011 the company started providing services of capital market such as Direct listing of companies on nationwide stock exchanges. This new venture gave management an interest to explore more opportunities in capital market. So, in the year 2013 we applied for the license of merchant banking with Securities and Exchange Board of India (SEBI). SEBI has provided the company with Initial Certificate of Registration which was valid for a period of 5 years. In the year 2019 our initial certificate of registration was renewed and a permanent registration was provided by SEBI. Since past six years we have been carrying out the business of management of fund-raising activities, investment advisory, underwriting of issues, manager, consultant or adviser to any issue including corporate advisory services and as consultant or adviser to the issuer. We are registered as SEBI Category-I Merchant Banker having Registration Code INM000012177. Since inception, we have aimed to become a one-stop shop for providing financial advisory services. From its budding time, our goal is to share out of box and innovative ideas and execute them efficiently. Traditionally the only way of finance was through debt or personal finance but debt funding often restricts the real growth of a company and it is seen that a company can achieve great heights when it goes public. The company attains the growth when it unlocks the real value of company through valuing the shares of the company. Over the time we have developed an expertise in the area of identifying Small and Medium Enterprises, determine its funding requirement and carter company’s funds needs by taking the company public by the mean of an IPO on the SME Exchange in India. We primarily cater the needs of Small and Medium Enterprises, but our services are not limited to SMEs, over the period of years our company has been able to successfully create its name in Primary markets for successfully executing 21 SME IPOs and 1 Startups Segment under SME Platform of BSE Limited. We offer a banquet of services as following:

<b>Capital Markets</b>	IPOs, De-Listing, Open Offer, Exit Offer, Right Issue
<b>Corporate Finance</b>	Valuation, Private Equity, Venture Capital, Bank Finance and Issue of Debt Securities
<b>Corporate Restructuring</b>	Mergers & Acquisitions, Takeover, Demergers
<b>Compliance Advisory</b>	Statutory Compliances and secretarial support services



We are always committed to fulfil the requirements of our clientele according to their needs. In order to meet these requirements, we have adapted to best measure in the industry. We believe that we carry out extensive research, training and upgradation of technology to maintain the standard and quality of our services We are providing services that ensures customer satisfaction. We believe that we have long-term and stable relationships developed over the years with our key customers through the quality of services we provide.

Our company has 2 associates company named Sankhu Merchandise Private Limited and Gretex Share Broking Private Limited.

Our office facilities are well equipped with streamlined process to ensure quality of services and timely fulfillment of our assignment. We provide the best-in-class solutions to our esteemed customers spread over all the sectors. We believe that we offer best to all our customers which makes us possible by understanding our client's needs and strive to deliver beyond their expectations. We are always committed to fulfil the requirements of our clientele according to their needs. In order to meet these requirements, we have adapted to best measure in the industry. We are providing services that ensures customer satisfaction. We believe that we have long-term and stable relationships developed over the years with our key suppliers and our key customers through the quality of services we provide.

### CHANGES IN OUR REGISTERED OFFICE

At present our Registered Office is located at Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai - 400 001, Maharashtra, India. Prior to this, following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
19B, B. B. Ganguly Street, 2 <sup>nd</sup> Floor, Kolkata- 700 012, West Bengal, India		Upon Incorporation	
19B, B. B. Ganguly Street, 2 <sup>nd</sup> Floor, Kolkata- 700 012, West Bengal, India	Office No. 13, 1 <sup>st</sup> Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai – 400 023, Maharashtra, India	December 02, 2016	To increase Operational Efficiency
Office No. 13, 1 <sup>st</sup> Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai – 400 023, Maharashtra, India	Office No. 102, 1 <sup>st</sup> Floor, Kanakia Atrium-2, Chakala, Andheri Kurla Rd, Behind Courtyard Marriot, Mumbai – 400 093, Maharashtra, India	November 15, 2017	To increase Operational Efficiency
Office No. 102, 1 <sup>st</sup> Floor, Kanakia Atrium-2, Chakala, Andheri Kurla Rd, Behind Courtyard Marriot, Mumbai – 400 093, Maharashtra, India	Office No. 13, 1 <sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India	April 27, 2019	To increase Operational Efficiency

### MAJOR EVENTS AND MILESTONES

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

Calendar Year	Particulars
2008	Company was Incorporated as “Dynamic Tradeserv Private Limited”
2013	The name of our Company was changed to “Gretex Corporate Services Private Limited”
2014	Our Company registered as SEBI- Category- I Merchant Banker
2016	Registered office of the company has shifted from West Bengal to Maharashtra (change of state)
2017	Listed its First Company on SME Platform
2018	Our Company listed a total of 17 Companies on SME Platform
	Our Company was awarded as one of the top volume performers (Merchant Banking- SME Platform) by Bombay Stock Exchange
2020	Gretex listed its 21 <sup>st</sup> Company on SME Platform out of which Two Companies were listed during pandemic situation (COVID-19)
2021	Listed its first Company on BSE Startups Segment under SME Platform of BSE Limited
	Conversion into Public Limited as “Gretex Corporate Services Limited”

## MAIN OBJECTS OF OUR 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 of our Company are:

1. *To carry on the business of Merchant Banking in all its aspects to act as Managers to issued and offers whether by way of Public Offer or otherwise of shares, stock, debentures, bonds, units, participation certificates, notes, bills, warrants or any other instrument whether or not transferable or negotiable, commercial or other paper or scripts (hereinafter collectively referred to as “securities”), to act as agents of and or dealers in the securities in the course of Merchant Banking business, to act as discount house for any of their securities, to act as a financial consultants, joint managers, lead managers, co-managers advisors and counselors in investment and capital market, to underwrite, or to provide stand by or procurement arrangement, to issue guarantees or to give any other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for securities and to manage portfolio investments, to provide financial and investment assistance for the purpose herein, to act as an issue house, registrar to issue, transfer agents, offer custodial services for the securities, to manage and administer computer centres and clearing houses for the securities to form syndicates or consortia of manager agents and purchases for or of any other securities, to act as a brokers, dealers and agents in connection with the securities.*
2. *To act as administrators or managers of any investment trusts or funds involving growth funds, income or capital funds, taxable or tax exempts, provident funds, pension funds, offshore funds, superannuation funds, funds charitable funds or unit trusts or consortium, to act as trustees for bondholders, debenture holders, and other purposes herein mentioned.*
3. *To acquire or hold one or more membership in stock/security exchanges like National Stock Exchange, Over the Counter Exchange of India including any Regional Stock Exchanges, trade associations, commodity exchanges, clearing houses or associations or otherwise in India or any part of the world, to secure membership privilege there from and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealers or commodity dealers or any other associations, membership of which will or is likely in any way to facilitate the conduct of company’s business.*
4. *To act as corporate agents for General and life insurance Companies.*
5. *To act as direct marketing agents associates and providing ancillary services to Commercial Banks and Financial Institutions and Non-Banking Finance Companies registered/incorporated in India and/or abroad.*

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY IN LAST TEN (10) YEARS

The following changes have been made in the Memorandum of Association of our Company in last ten (10) years:

Date of Meeting	Meeting	Nature of Amendment
May 28, 2013	EGM	<p><b><u>Alteration in Capital Clause:</u></b></p> <p>The authorise share capital of our Company increased from ₹ 15 Lakh divided into 1,50,000 Equity Shares of ₹ 10 each into ₹ 20 Lakh divided into 2,00,000 Equity Shares of ₹ 10</p>
May 28, 2013	EGM	<p><b><u>Alteration in Name Clause:</u></b></p> <p>Change in the name clause from “Dynamic Tradeserv Private Limited” to “Gretex Corporate Services Private Limited”.</p>
May 28, 2013	EGM	<p><b><u>Clause III of our Memorandum of Association was amended to reflect addition of the following clause:</u></b></p> <p>1. To carry on the business of Merchant Banking in all its aspects to act as Managers to issued and offers whether by way of Public Offer or otherwise of shares, stock, debentures, bonds, units, participation certificates, notes, bills, warrants or any</p>

Date of Meeting	Meeting	Nature of Amendment
		<p>other instrument whether or not transferable or negotiable, commercial or other paper or scripts (hereinafter collectively referred to as “securities”), to act as agents of and or dealers in the securities in the course of Merchant Banking business, to act as discount house for any of their securities, to act as a financial consultants, joint managers, lead managers, co-managers advisors and counselors in investment and capital market, to underwrite, or to provide stand by or procurement arrangement, to issue guarantees or to give any other commitments for subscribing or agreeing to subscribe or procure or agree to procure subscription for securities and to manage portfolio investments, to provide financial and investment assistance for the purpose herein, to act as an issue house, registrar to issue, transfer agents, offer custodial services for the securities, to manage and administer computer centres and clearing houses for the securities to form syndicates or consortia of manager agents and purchases for or of any other securities, to act as a brokers, dealers and agents in connection with the securities.</p> <ol style="list-style-type: none"> <li>2. To act as administrators or managers of any investment trusts or funds involving growth funds, income or capital funds, taxable or tax exempts, provident funds, pension funds, offshore funds, superannuation funds, funds charitable funds or unit trusts or consortium, to act as trustees for bondholders, debenture holders, and other purposes herein mentioned.</li> <li>3. To acquire or hold one or more membership in stock / security exchanges like National Stock Exchange, Over the Counter Exchange of India including any Regional Stock Exchanges, trade associations, commodity exchanges, clearing houses or associations or otherwise in India or any part of the world, to secure membership privilege there from and to acquire and hold membership in any association of bankers, merchant bankers, insurance companies, brokers, security dealers or commodity dealers or any other associations, membership of which will or is likely in any way to facilitate the conduct of company’s business.</li> <li>4. To act as corporate agents for General and life insurance Companies.</li> <li>5. To act as direct marketing agents associates and providing ancillary services to Commercial Banks and Financial Institutions and Non-Banking Finance Companies registered / incorporated in India and / or abroad.</li> </ol>
July 18, 2013	EGM	<p><b><u>Alteration in Capital Clause:</u></b></p> <p>The authorise share capital of our Company increased from ₹ 20 Lakh divided into 2,00,000 Equity Shares of ₹ 10 each to ₹ 51 Lakh divided into 5,10,000 Equity Shares of ₹ 10 each</p>
February 19, 2014	EGM	<p><b><u>Alteration in Capital Clause:</u></b></p> <p>The authorise share capital of our Company increased from ₹ 51 Lakh divided into 5,10,000 Equity Shares of ₹ 10 each to ₹ 66 Lakh divided into 6,60,000 Equity Shares of ₹ 10 each</p>
June 29, 2020	EGM	<p><b><u>Alteration in Capital Clause:</u></b></p> <p>The authorise share capital of our Company increased from ₹ 66 Lakh divided into 6,60,000 Equity Shares of ₹ 10 each to ₹ 91 Lakh divided into 9,10,000 Equity Shares of ₹ 10 each</p>
April 12, 2021	EGM	<p><b><u>Alteration in Capital Clause:</u></b></p> <p>The authorise share capital of our Company increased from ₹ 91 Lakh divided into 9,10,000 Equity Shares of ₹ 10 each to ₹ 100 Lakh divided into 10,00,000 Equity Shares of ₹ 10 each</p>

Date of Meeting	Meeting	Nature of Amendment
April 12, 2021	EGM	<p><b><u>Alteration in Name Clause:</u></b></p> <p>Change in the name clause from “Gretex Corporate Services Private Limited” to “Gretex Corporate Services Limited” pursuant to Conversion from Private Limited Company to Public Limited Company.</p>
May 07, 2021	EGM	<p><b><u>Alteration in Capital Clause:</u></b></p> <p>The authorise share capital of our Company increased from ₹ 100 Lakh divided into 10,00,000 Equity Shares of ₹ 10 each to ₹ 120 Lakh divided into 12,00,000 Equity Shares of ₹ 10 each</p>

#### **DETAILS REGARDING ACQUISITION OF BUSINESS / UNDERTAKINGS, MERGERS, AMALGAMATIONS OR REVALUATION OF ASSETS**

Our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last ten years.

#### **DETAILS REGARDING SUBSIDIARIES AND JOINT VENTURE**

As on date of filing of this Draft Prospectus, our Company does not have any Subsidiary or Joint Venture Company.

#### **HOLDING COMPANY**

As on the date of this Draft Prospectus, our holding company is M/s Bonaza Agency LLP which holds 75.94% of the issued, subscribed and paid-up Share capital of our Company. For details, see “*Our Promoters and Promoter Group*” on page 126 of this Draft Prospectus.

#### **ASSOCIATE COMPANY OF OUR COMPANY**

As on the date of this Draft Prospectus, our company has 2 (two) Associate companies, the details of which are provided below:

##### **1. M/S. SANKHU MERCHANDISE PRIVATE LIMITED (SMPL)**

##### ***Corporate Information***

SMPL was incorporated on June 25, 2011 as a Private Limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, West Bengal. The registered office of SMPL is situated at Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 023, Maharashtra, India. The Corporate Identification Number of SMPL is U52190MH2011PTC269247.

##### ***Nature of Business***

The main objects of SMPL include, *inter alia* carrying on:

To carry on the business as buyers, sellers, traders, merchants, indenters, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, mediators, packers, stockiest, distributors, multi level marketing of & in all kinds of wood, timber and timber products, gems and jewellery, imitation jewellery, plastics and plastics goods & raw materials thereof, rubberized cloth, food grains, dairy products, soap detergents, biscuits, surgical, diagnostic medical pulses, leather & finished leather goods, leather garments, leather products, all related items in leather<sup>1</sup> electric and electronics components and goods, iron & steel, aluminum, minerals, ferrous and non-ferrous metal, stainless steel, jute and jute products, textile, cotton, synthetic, fibre, silk, yarn, wool arid woolen goods, handicrafts and silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, timber cosmetics, stationery, tools and hardware sugar, tea, coffee, paper, packaging material, chemicals, cement, spices, grain, factory materials, house equipments, rubber and rubber products, coal, coal products and coal tar, fertilizers, agricultural products, industrial products, computer data materials, software, paints, industrial and other gases, alcohol, edible and non-edible oils and

fats, drugs, plants and machinery goods, engineering goods and equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobile parts, building construction & materials fur & fur made items building plans, consumer products, consumer durables, coal and coke, mica and mica products, dry flowers and plants, printing, transportation and all other kinds of goods and merchandise, commodities and articles of consumption of all kinds in India or elsewhere

### Capital Structure

The authorized share capital of SMPL is ₹ 24,00,000 (Rupees Twenty Four Lakhs) divided into 2,4,000 equity shares of ₹ 10 each. The issued, subscribed and paid up capital of SMPL is ₹ 24,00,000 (Rupees Twenty Four Lakhs) divided into 2,40,000 equity shares of ₹ 10 each.

### Shareholding of SMPL

Sr. No	Name of the Shareholders	No of Shares	% of Shareholding
<b>A</b>	<b>Promoter Group</b>		
	Ambition Tie-Up Private Limited	96,230	40.10
	Gretex Corporate Services Limited	50,000	20.83
	Signageus Value Advisors Private Limited	50,000	20.83
	Apsara Selections Limited	33,770	14.07
	Others Promoter Group	10,000	4.16
	<b>Total A</b>	<b>2,40,000</b>	<b>100.00</b>
<b>B</b>	<b>Public</b>		
	<b>Total B</b>	<b>Nil</b>	<b>Nil</b>
	<b>Grand Total (A+B)</b>	<b>2,40,000</b>	<b>100.00</b>

### Financial Performance

(₹ in Lakh)

Particulars	FY 2021	FY2020	FY2019
Paid Up Capital	24.00	24.00	24.00
Reserves & Surplus	297.17	297.26	296.75
Net worth	321.17	321.26	320.75
Total Revenue (including other income)	0.90	0.90	0.90
Profit/ (Loss) after Tax	0.20	0.51	0.14
Basic / Diluted EPS (face value of ₹ 10 each)	0.08	0.21	0.06
Net asset value per share (₹)	133.82	133.86	133.65

There are no significant notes by the auditors of SMPL in relation to the above mentioned financial statements for the specified last three audited Fiscals

Further one of our Group Company i.e. Gretex Industries Limited, which is listed on Emerge Platform of NSE had filed scheme of Amalgamation with Sankhu Merchandise Private Limited along with Apsara Selections Limited on dated June 09, 2020. NSE had issued its final observation letter on January 12, 2021 to enable the Company to file the draft scheme of Amalgamation with NCLT within six months from this letter. Sankhu Merchandise Private Limited along with Apsara Selections Limited has filed at NCLT, Mumbai on January 28, 2021. Once the Scheme of Amalgamation get approval from NCLT, Sankhu Merchandise Private Limited will no longer be our Associate Company

## 2. GRETEX SHARE BROKING PRIVATE LIMITED ( “GSBPL” )

### Corporate Information

GSBPL was originally incorporate as Sherwood Securities Private Limited on April 29, 2010 under the provisions of Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, the name of the Company got changed to Gretex Share Broking Private Limited and a fresh Certificate of Incorporation consequent to the change of name was granted on September 01, 2017 by Registrar of Companies, Mumbai under the provisions of Companies Act, 2013. The registered office of GSBPL is situated at Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400 023. The Corporate Identification Number of GSBPL is U65900MH2010PTC289361

### ***Nature of Business***

The main objects of GSBPL include, *inter alia* carrying on:

To carry on the business as shares and stock brokers and for that purpose to obtain membership of stock Exchanges and Over The Counter Exchanges within and outside India and to acquire and hold shares, stocks, bonds, units deposit certificates, notes, bills, warrants or any other instrument whether or not transferable or negotiable, commercial or other paper or script (hereinafter collectively referred to as the “securities”), to act as discount house for any of the securities, to act as merchant bankers, managers, advisors and counsellors in capital markets, to underwrite, sub-underwrite or to provide stand by or procurement arrangements subject to prior approval of SEBI, to issue guaranteed or to give any other commitments for subscription for the securities to manage portfolio investment, to provide financial and investment assistance for the purpose herein, to act as issue house, registrars to issue, manager to issue, transfer agents for the securities, to form syndicate or consortia of managers, agents, purchasers, guarantors, and/or financiers for share, stock, bonds, units, securities of any Government or public authority or body corporate, to act as brokers, dealers, and agents of or in connection with the securities, 'bunions, precious metals/precious objects of any nature, to syndicate any financial arrangements whether in domestic market or in international market in connection with the securities whether by way of loans, guarantees, export and yard credits, to undertake the way of discounting, forfeiting and/or factoring of bills and other commercial papers, debt securitization and to arrange and/or coordinate documentation and negotiation In this regard and to invest in and acquire, Sell, transfer, subscribe, hold, dispose off and otherwise deal in shares, stock, debentures, bonds and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, state, public body or authority whether in India or elsewhere.

### ***Capital Structure***

The authorized share capital of GSBPL is ₹ 8,25,00,000 (Rupees Eight Crore Twenty Five Lakh) divided into 82,50,000 equity shares of ₹ 10 each. The issued, subscribed and paid up capital of GSBPL is ₹ 8,24,63,000 (Rupees Eight Crore Twenty Four Lakh and Sixty Three Thousand) divided into 82,46,300 equity shares of ₹ 10 each.

### ***Shareholding of GSBPL***

Sr. No	Name of the Shareholders	No of Shares	% of Shareholding
<b>A</b>	<b>Promoter Group</b>		
	Gretex Corporate Services Limited	19,80,100	24.01
	Sankhu Merchandise Private Limited	15,66,700	19.00
	Bonanza Agency LLP	13,02,400	15.79
	Apsara Selections Limited	9,75,000	11.82
	Talent Investment Co. Private Limited	7,35,700	8.92
	Ambition Tie-Up Private Limited	4,66,900	5.66
	Others Promoter Group	12,19,500	14.79
	<b>Total A</b>	<b>82,46,300</b>	<b>100.00</b>
<b>B</b>	<b>Public</b>		
	<b>Total B</b>	<b>Nil</b>	<b>Nil</b>
	<b>Grand Total (A+B)</b>	<b>82,46,300</b>	<b>100.00</b>

### ***Financial Performance***

(₹ in Lakh)

Particulars	FY 2021	FY 2020	FY2019
Paid Up Capital	824.63	824.63	824.63
Reserves & Surplus	589.29	630.54	857.66
Net worth	1,413.92	1,455.17	1,682.29
Total Revenue (including other income)	1,426.44	423.08	866.15
Profit/ (Loss) after Tax	(41.26)	(227.12)	3.94
Basic / Diluted EPS (face value of ₹ 10 each)	(0.50)	(2.75)	0.05
Net asset value per share (₹)	17.15	17.65	20.40

There are no significant notes by the auditors of GSBPL in relation to the above mentioned financial statements for the specified last three audited Fiscals



## **CAPACITY/FACILITY CREATION, LOCATION OF PLANTS**

Our Company is engaged in the business of Financial Services and hence capacity creation and related information is not applicable..

## **GUARANTEES PROVIDED BY OUR PROMOTERS**

As on the date of this Draft Prospectus, no guarantee has been issued by Promoters except as disclosed in the “*Financial Indebtedness*” on page 177 of this Draft Prospectus.

## **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, including discontinuance of lines of business, loss of agencies or markets and similar factors.

## **DEFAULTS OR RESCHEDULING OF BORROWINGS FROM FINANCIAL INSTITUTIONS / BANKS**

There have been no defaults or rescheduling/restructuring of borrowings with financial institutions/ banks in respect of borrowings of our Company.

## **LOCK OUTS AND STRIKES**

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

## **TIME AND COST OVER RUNS**

Our Company has not implemented any projects and has therefore, not experienced any time or cost overrun in setting up of projects..

## **SHAREHOLDERS’ AGREEMENTS**

As on the date of this Draft Prospectus, our Company has not entered into any Shareholders’ Agreements.

## **AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR A DIRECTOR OR PROMOTERS OR ANY OTHER EMPLOYEE OF THE COMPANY**

There are no agreements entered into by Key Managerial Personnel or a Director or Promoters or any other employee of the Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

## **MATERIAL AGREEMENTS**

As on the date of this Draft Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business carried on by our Company. For details on business agreements of our Company, please refer to the section titled ‘*Our Business*’ beginning on page 89 of this Draft Prospectus.

## **STRATEGIC PARTNERS**

As of the date of this Draft Prospectus, our Company does not have any Strategic Partners.

## **FINANCIAL PARTNERS**

As on the date of this Draft Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under Articles of Association of our Company, the number of directors shall not be less than 3 (three) and not be more than 15 (Fifteen), subject to the applicable provisions of the Companies Act, 2013.

As of the date of this Draft Prospectus, our Company has 5 (five) Directors on the Board, 1 (one) as Managing Director, 1 (one) as Executive Director, 1 (one) as Non Executive Directors and 2 (two) as Independent Directors. Further, we have one (1) Director is a Woman Director.

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

Name, Father's/ Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships
<p><b>Name:</b> Mr. Alok Harlalka  <b>Father's Name:</b> Late Purushottam Harlalka</p> <p><b>Designation:</b> Managing Director</p> <p><b>Date of Birth:</b> June 30, 1978</p> <p><b>Age:</b> 42 Years</p> <p><b>Address:</b> 54/10, BL-6, FL-3H, D.C. Dey Road, Tangra, Kolkata – 700015, West Bengal, India</p> <p><b>Nationality:</b> Indian</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 02486575</p> <p><b>Term:</b> Appointed as Managing Director for a period of 5 (five) years with effect from April 12, 2021</p>	<p><b>Appointed as Director:</b> September 08, 2008</p> <p><b>Re-designated as Managing Director:</b> April 12, 2021</p>	<ul style="list-style-type: none"> <li>• Gretex Industries Limited</li> <li>• Afterlink Infraprojects Private Limited</li> <li>• Sankhu Merchandise Private Limited</li> <li>• Gretex Share Broking Private Limited</li> <li>• Sunview Nirman Private Limited</li> <li>• Association of Investment Bankers of India</li> </ul>
<p><b>Name:</b> Mrs. Pooja Harlalka  <b>Husband's Name:</b> Mr. Alok Harlalka</p> <p><b>Designation:</b> Executive Director</p> <p><b>Date of Birth:</b> May 21, 1978</p> <p><b>Age:</b> 43Years</p> <p><b>Address:</b> 54/10, BL-6, FL-3H, D.C.Dey Road, Tangra, Kolkata - 700015, West Bengal, India</p> <p><b>Nationality:</b> Indian</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 05326346</p> <p><b>Term:</b> Liable to retire by rotation</p>	<p><b>Appointed as Executive Director:</b> April 12, 2021</p>	<ul style="list-style-type: none"> <li>• Apsara Selections Limited</li> <li>• Ambition Tie-Up Private Limited</li> <li>• Sunview Nirman Private Limited</li> <li>• Signageus Value Advisors Private Limited</li> </ul>

Name, Father's/ Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships
<p><b>Name:</b> Mr. Arvind Harlalka  <b>Father's Name:</b> Late Purushottam Harlalka</p> <p><b>Designation:</b> Non Executive Director</p> <p><b>Date of Birth:</b> November 23, 1975</p> <p><b>Age:</b> 45 Years</p> <p><b>Address:</b> 54/10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India</p> <p><b>Nationality:</b> Indian</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 00494136</p> <p><b>Term:</b> Liable to retire by rotation</p>	<p><b>Appointed as Director:</b> Upon Incorporation</p> <p><b>Re-designated as Non Executive Director:</b> May 13, 2021</p>	<ul style="list-style-type: none"> <li>• Gretex Industries Limited</li> <li>• Afterlink Infraprojects Private Limited</li> <li>• Sankhu Merchandise Private Limited</li> <li>• Gretex Share Broking Private Limited</li> </ul>
<p><b>Name:</b> Mr. Robin Jain  <b>Father's Name:</b> Mr. Arun Kumar Jain</p> <p><b>Designation:</b> Independent Director</p> <p><b>Date of Birth:</b> August 30, 1986</p> <p><b>Age:</b> 34 years</p> <p><b>Address:</b> P-269, Maniktala Main Road, Kankurgachi, Kolkata- 700054, West Bengal, India</p> <p><b>Nationality:</b> Indian</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b>09008889</p> <p><b>Term:</b> Appointed as Independent Director for a period of 5 (five) years with effect from April 12, 2021</p>	<p><b>Appointed as Independent Director:</b> April 12, 2021</p>	<ul style="list-style-type: none"> <li>• Niks Technology Limited</li> </ul>
<p><b>Name:</b> Mr. Gautam Gupta<sup>(1)</sup>  <b>Father's Name:</b> Rajendra Prasad Gupta</p> <p><b>Designation:</b> Independent Director</p> <p><b>Date of Birth:</b> May 28, 1977</p> <p><b>Age:</b> 44 years</p> <p><b>Address:</b> Flat- 3A, 3<sup>rd</sup> Floor, Meridian Enclave, 297 Dum Dum Park, Bangur Avenue, Jessore Road, North 24 Parganas-700055, West Bengal, India</p>	<p><b>Appointed as Independent Director:</b> May 07, 2021</p>	<ul style="list-style-type: none"> <li>• Nil</li> </ul>

Name, Father's/ Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships
<p><b>Nationality:</b> Indian</p> <p><b>Occupation:</b> Freelancer</p> <p><b>DIN:</b> 06740979</p> <p><b>Term:</b> Appointed as Independent Director for a period of 5 (five) years with effect from May 07, 2021</p>		

<sup>(1)</sup>There has been a spelling mistake in the PAN card of Mr. Gautam Gupta, whereby his PAN and subsequently his DIN has been wrongly spelled as Mr. Goutam Gupta. Further, Mr. Gautam Gupta has submitted an affidavit dated May 05, 2021 to us confirm this error.

### BRIEF PROFILE OF OUR DIRECTORS

- Mr. Alok Harlalka**, aged 42 years, is designated as Managing Director and Chief Financial Officer of our Company. He was appointed on the Board of our Company w.e.f. September 08, 2008. He has completed his Higher Secondary Education. He is the driving force behind GRETEX, having overall experience of more than two decade in the field of finance, investment and business development. His functional responsibility in our Company involves handling the overall business affairs including devising investment strategies and overall development of the business. He is also Nominee Director of Association of Investment Bankers of India (AIBI).
- Mrs. Pooja Harlalka**, aged 43 years, is the Executive Director of our Company. She was appointed on the Board of our Company w.e.f. April 12, 2021. She has completed his Higher Secondary Education with West Bengal Council of Higher Secondary Education. She has almost 7 years of experience in operational and administrative work. She plays a vital role in planning, coordinating and managing all the administration procedures and responsible for day to day activity of our Company.
- Mr. Arvind Harlalka**, aged 45 years, is the founding member and is designated as Non Executive Director of our Company. He was appointed on the Board of our Company upon incorporation i.e. September 05, 2008. He has completed Bachelor of Commerce from the University of Calcutta in the year 1996 and qualified Company Secretary from the Institute of Company Secretaries of India since September 2009. He has an experience more than two decades in client/ supplier management, HR & office administration, all legal compliance related to income tax, RoC, SEBI, BSE, NSE, Sales Tax/ Vat/ GST/ Services Tax, TDS, P. Tax, ESI, Banks, Financial Institutions etc, including filing of returns, Assessment, Appeal, finalisation of accounts and office administration.
- Mr. Robin Jain**, aged 34 years, is the Independent Director of our Company He was appointed on the Board of our Company from April 12, 2021. He has completed Bachelor of Commerce from Calcutta University, in the year 2007, he also holds Diploma in Business Finance from The ICFAI University and is a member of the Institute of Chartered Accountants of India Since 2012. He has more than a decade of experience in the field of Finance, Auditing and Taxation services. He has 4 years of varied experience with Deloitte, with exposure in key areas of Forensic Investigations, Litigations, FCPA violations, ABAC assessments, Fraud Risk Assessment and Internal Audit (SOX compliance). Prior to joining Deloitte, for 5 years, he was practicing Chartered Accountancy in Kolkata, having client from FSI, C&IP and TMT industry. At present, he is Manager in M/s. Poddar Agarwal & Co.
- Mr. Gautam Gupta**, aged 44 years, is the Independent Director of our Company. He was appointed on the Board of our Company from May 07, 2021. He had completed Secondary School Examination from National Open School, New Delhi. He has a business professional with industry experience of over two decade in business operations of diversified sectors such as textiles, embroidery, machinery, infrastructure and edible oils. He is currently a freelancer and management consultant.

## CONFIRMATIONS

- Except as stated below, none of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013.

Sl. No.	Name of the Director	Name of the Director	Relationship
1.	Mr. Alok Harlalka	Mr. Arvind Harlalka	Brothers
2.	Mr. Alok Harlalka	Mrs. Pooja Harlalka	Spouse
3.	Mr. Arvind Harlalka	Mrs. Pooja Harlalka	Brother in Law

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of senior management.
- There are no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors are categorized as a wilful defaulter, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
- As on the date of the Draft Prospectus, none of our Directors are a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
- As on the date of the Draft Prospectus, none of our Director is or was a director of any listed Company during the last 5 (five) years preceding, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.
- As on the date of the Draft Prospectus, none of our Director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.
- As on the date of the Draft Prospectus, none of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoters, 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.

## TERMS AND CONDITIONS OF EMPLOYMENT OF OUR DIRECTORS

### Mr. Alok Harlalka, Managing Director

The compensation package payable to him as resolved in the Extra Ordinary General Meeting held on May 07, 2021 is stated hereunder:

**Salary:** The total remuneration payable to Mr. Alok Harlalka, Managing Director, shall be a sum of upto ₹ 20.00 lakhs per annum (inclusive of all salary, perquisites, benefits, incentives and allowances)

### Mrs. Pooja Harlalka, Executive Director

The compensation package payable to him as resolved in the Extra Ordinary General Meeting held on May 07, 2021 is stated hereunder:

**Salary:** The total remuneration payable to Mrs. Pooja Harlalka, Executive Director, shall be a sum of upto ₹ 10.00 lakhs per annum (inclusive of all salary, perquisites, benefits, incentives and allowances)

## SITTING FEES

Pursuant to the resolution passed by the Board of Directors of our Company at their meeting held on May 13, 2021, the Non Executive Director and Independent Directors of our Company would be entitled to a sitting fee of ₹ 2,000 for attending every meeting of Board or its committee thereof.

## REMUNERATION/ COMPENSATION TO OUR DIRECTORS

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Section 2(54), Section 2(94), Section 188, Section 196, Section 197, Section 198 and Section 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force). Set forth below is the remuneration paid by our Company to our Directors during the financial year ended March 31, 2021:

(₹ in Lakh)

Sr. No.	Name of Director	Remuneration paid
1.	Mr. Alok Harlalka	18.00
2.	Mrs. Pooja Harlalka	Nil
3.	Mr. Arvind Harlalka <sup>(1)</sup>	6.00

<sup>(1)</sup>Mr. Arvind Harlalka was Executive Director of our Company and has received remuneration during tenure. He was eventually re-designated as a Non Executive Director w.e.f. May 13, 2021.

## BORROWING POWERS OF OUR BOARD

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their Extra Ordinary General Meeting held on April 12, 2021, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed ₹ 5,000.00 Lakh in excess of its paid up capital and free reserves which may have not been set apart for any purpose.

## SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Our Articles of Association do not require our Directors to hold qualification shares.

As on date of this Draft Prospectus, our Directors hold the following number of Equity Shares of our Company:

Sr. No.	Name of Directors	No. of Equity Shares	% of pre-Issue capital
1.	Mr. Alok Harlalka	2,250	0.25
2.	Mrs. Pooja Harlalka	3,000	0.33
3.	Mr. Arvind Harlalka	16,500	1.83
4.	Mr. Robin Jain	Nil	Nil
5.	Mr. Gautam Gupta	Nil	Nil
	<b>Total</b>	<b>21,750</b>	<b>2.41</b>

## INTEREST OF OUR DIRECTORS

### *Interest as Directors of Our Company*

Our Managing Director and Other Executive Directors may be interested to the extent of remuneration paid to them, respectively for services rendered as a Director of our Company and reimbursement of expenses payable to them. Further, all our Non Executive Director and Independent Directors may be interested to the extent of fees payable to them and / or the commission payable to them and / or sitting fees for attending meetings of the Board of Directors or a committee thereof. The Independent Directors also entitled to reimbursement of other expenses payable to them as per their terms of appointment.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoters, pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.



### ***Interest in promotion and formation of our Company***

Mr. Arvind Harlalka and Mr. Sumeet Harlalka are our Founders and was an initial subscriber to our MoA.

None of our other Directors have any interest in the promotion and formation of our Company other than in the ordinary course of business

### ***Interest in the property of our Company***

Except as stated in the heading titled “*Land and Properties*” under the chapter titled “*Our Business*”, beginning on page 89 of this Draft Prospectus, none of our Directors have interest in any property acquired or proposed to be acquired by our Company.

### ***Interest as Member of our Company***

Except as stated in this chapter titled “*Our Management*”, heading titled “*Related Party Transactions*” under chapter titled “*Consolidated Financial Statements as Restated*”, the Chapter “*Capital Structure*” and the chapter “*Our Business*” on page nos. 107, 141, 54 and 84 of this Draft Prospectus respectively, our Directors do not have any other interest in our business, expect to the extent of their respective shareholding and the dividend declared and other distributions, if any, by our Company.

### ***Interest as Creditor of our Company***

Except as stated in the chapter titled “*Statement of Financial Indebtedness*” and heading titled “*Related Party Transactions*” under chapter titled “*Consolidated Financial Statements as Restated*”, our Company has not availed any loans from Directors of our Company.

## **PAYMENT OF BENEFITS**

Except to the extent of remuneration payable to the Managing Director and Other Executive Directors for services rendered to our Company and to the extent of other reimbursement of expenses payable to them as per their terms of appointment, our Company has not paid in the last 2 (two) years preceding the date of this Draft Prospectus, and does not intend to pay, any amount or benefits to our Directors.

## **APPOINTMENT OF RELATIVES OF DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT**

Except as disclosed in this Draft Prospectus, none of the relatives of our Directors currently hold any office or place of profit in our Company.

## **BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS**

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

## **CHANGES IN OUR BOARD DURING THE LAST THREE YEARS**

Except as disclosed below, there have been no changes in our Board during the last 3 (three) years.

<b>Sr. No.</b>	<b>Name of the Directors</b>	<b>Date of Appointment / Change in designation</b>	<b>Reason for Change</b>
1.	Mr. Arvind Harlalka	June 05, 2018	Change in Designation to Executive Director
2.	Mr. Ramesh Chandra Mishra	April 15, 2019	Resignation from Directorship
3.	Mr. Alok Harlalka	April 12, 2021	Change in Designation to Managing Director
4.	Mrs. Pooja Harlalka	April 12, 2021	Appointment as Executive Director
5.	Mr. Robin Jain	April 12, 2021	Appointment as Independent Director
6.	Mr. Gautam Gupta	May 07, 2021	Appointment as Independent Director
7.	Mr. Arvind Harlalka	May 13, 2021	Change in Designation to Non Executive Director
8.	Mr. Sumeet Harlalka	June 09, 2021	Resignation from Directorship

## CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to Corporate Governance, provisions of the SEBI (LODR) Regulation, 2015 will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, in respect of corporate governance including constitution of the Board and Committees thereof.

The Corporate governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Draft Prospectus, there are 5 (five) Directors, out of which 1 (one) as Managing Director, 1 (one) are Executive Director, 1 (one) as Non Executive Directors and 2 (two) are Independent Directors Further, we have one (1) Director is a Woman Director. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI (LODR) Regulation, 2015 and the Companies Act, 2013.

## COMMITTEES OF OUR BOARD

**The following committees have been constituted in terms of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013:**

- a. Audit Committee
- b. Stakeholders' Relationship Committee
- c. Nomination and Remuneration Committee

### Audit Committee

Our Company has constituted an Audit Committee, as per Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015; vide resolution passed at the meeting of the Board of Directors held on May 13, 2021

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the SEBI (LODR) Regulation, 2015, proposed to be entered into with the Stock Exchange in due course.

The committee presently comprises the following 3 (Three) directors:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1.	Mr. Robin Jain	Chairman	Independent Director
2.	Mr. Gautam Gupta	Member	Independent Director
3.	Mr. Arvind Harlalka	Member	Non Executive Director

The Company Secretary & Compliance Officer of our Company shall act as the Secretary to the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulation, 2015.

### *Meetings of Audit Committee and Quorum*

As required under Regulation 18 of the SEBI (LODR) Regulation, 2015, the Audit Committee shall meet at least 4 (four) times in a year, and not more than 120 (one hundred twenty) days shall elapse between two meetings. The

quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

### ***Powers of Audit Committee***

The Audit Committee shall have powers, including the following:

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

### ***Role of Audit Committee***

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- matters required to be included in the director's responsibility statement to be included in the board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
- changes, if any, in accounting policies and practices and reasons for the same;
- major accounting entries involving estimates based on the exercise of judgment by management;
- significant adjustments made in the financial statements arising out of audit findings;
- compliance with listing and other legal requirements relating to financial statements;
- disclosure of any related party transactions;
- modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;

- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice in terms of Regulation 32(7).

### **Stakeholders' Relationship Committee**

Our Company has constituted Stakeholders' Relationship Committee" as per Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulation, 2015; vide resolution passed at the meeting of the Board of Directors held on May 13, 2021

The Stakeholders' Relationship Committee comprises:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1.	Mr. Gautam Gupta	Chairman	Independent Director
2.	Mr. Robin Jain	Member	Independent Director
3.	Mr. Arvind Harlalka	Member	Non Executive Director

The Company Secretary & Compliance Officer of our Company shall act as the Secretary to the Stakeholders' Relationship Committee.

The Stakeholders Relationship Committee shall oversee all matters or redress complaints pertaining to investors or shareholders of our Company. The scope and function of the Stakeholders' Relationship Committee and its terms of reference shall include the following:

***Tenure***

The Stakeholder's Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship Committee as approved by the Board.

***Meetings***

The Stakeholder's Relationship Committee shall meet at least 1 (one) time in a year. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

***Role of the Stakeholders' Relationship Committee***

The Committee shall consider and resolve grievances of security holders, including but not limited to:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
- Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of the Company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the Code of Conduct adopted by the Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting.
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

**Nomination and Remuneration Committee**

Our Company has constituted a Nomination and Remuneration Committee in accordance Section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulation, 2015. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on May 13, 2021

The Nomination and Remuneration Committee comprises the following Directors:

Sr. No.	Name of Director	Status in Committee	Nature of Directorship
1.	Mr. Robin Jain	Chairman	Independent Director
2.	Mr. Gautam Gupta	Member	Independent Director
3.	Mr. Arvind Harlalka	Member	Non Executive Director

The Company Secretary & Compliance Officer of our Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

***Tenure***

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

***Meetings***

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including atleast one independent director in attendance.

***Role of the Nomination and Remuneration Committee not limited to but includes:***

- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
- Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal
- Formulation of criteria for evaluation of performance of independent directors and Board of Directors
- Devising a policy on diversity of board of directors
- Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole Time Director / Managing Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme

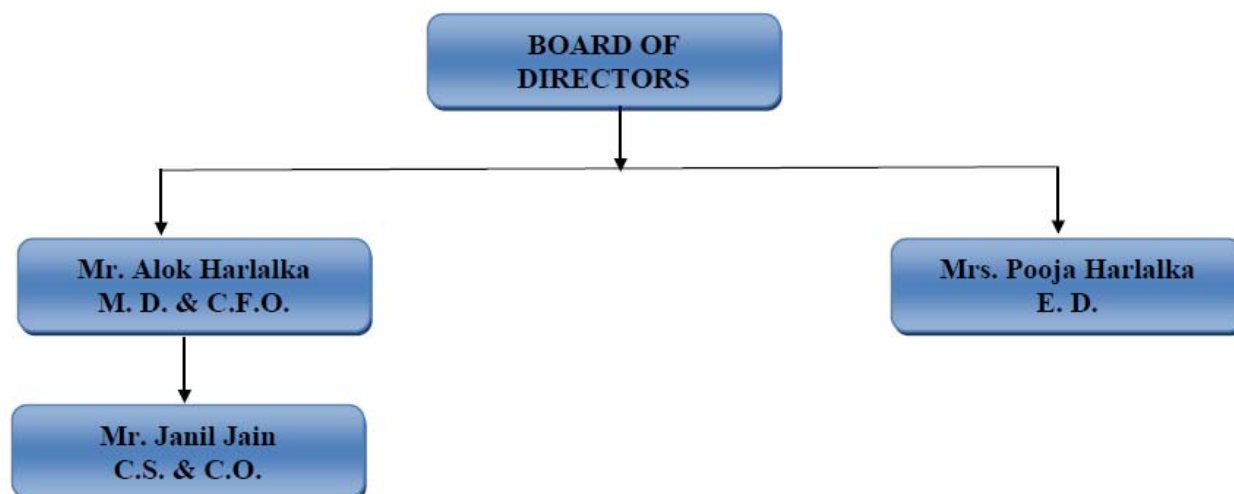
**POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING**

The provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (PIT) Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.



## ORGANISATION STRUCTURE



### Terms & Abbreviations

M. D. & C.F.O.	-	Managing Director & Chief Financial Officer
E.D.	-	Executive Director
C.S & C.O	-	Company Secretary & Compliance Officer

## OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel of our Company as prescribed under the Companies Act, 2013:

**Mr. Alok Harlalka** is the Managing Director and Chief Financial Officer of our Company. For details, see “*Brief Profile of our Directors*”. For details of compensation paid to him during Financial Year 2021, see “*Remuneration/ Compensation to our Directors*”.

**Mr. Janil Jain**, aged 28 years is the Company Secretary and Compliance Officer of our Company. He has been appointed as the Company Secretary and Compliance Officer of our Company with effect from June 09, 2021. He holds Bachelor of Commerce degree from University of Mumbai and also a Qualified Company Secretary and is also a member of the Institute of Company Secretaries of India. He is total experience of more than 5 years including apprenticeship. During his work, he has gained experience in areas secretarial duties and compliances. He has worked with National Stock Exchange of India Limited, Lodha Group and CRISIL. During the Financial Year 2020-21, he was paid a gross compensation of remuneration Nil.

## STATUS OF KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

## RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL (KMPs)

None of the aforementioned KMPs are related to each other

## SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of our KMP's holds any shares of our Company as on the date of this Draft Prospectus except as mentioned below:

Sr. No.	Name of Key Managerial Personnel	No. of Equity Shares Held (Pre-Issue)	% of pre-Issue capital
1.	Mr. Alok Harlalka	2,250	0.25
	<b>Total</b>	<b>2,250</b>	<b>0.25</b>

#### **SERVICE CONTRACTS WITH KEY MANAGERIAL PERSONNEL**

Our Key Managerial Personnel have not entered into any service contracts with our Company which provide for any benefits upon termination of their employment in our Company.

#### **BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL**

As of this Draft Prospectus, our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel.

#### **CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

#### **LOANS TO KEY MANAGERIAL PERSONNEL**

There is no outstanding loan against our Key Managerial Personnel as on the date of this Draft Prospectus.

#### **INTEREST OF KEY MANAGERIAL PERSONNEL**

None of our Key Management Personnel has any interest in our Company except to the extent of their remuneration, benefits, reimbursement of expenses incurred by them in the ordinary course of business. Our Key Managerial Personnel may also be interested to the extent of Equity Shares, if any, held by them and any dividend payable to them and other distributions in respect of such Equity Shares.

#### **CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS**

Set forth below are the changes in our Key Managerial Personnel in the last 3 (three) years immediately preceding the date of this Draft Prospectus:

Name	Designation	Reason	Date of Appointment / Change in designation
Ms. Amina Khan	Compliance Officer	Resignation as Compliance Officer	January 09, 2019
Mr. Goutam Seal	Compliance Officer	Appointment as Compliance Officer	January 09, 2019
Mr. Alok Harlalka	Managing Director	Appointment as Managing Director	April 12, 2021
Mr. Goutam Seal	Chief Financial Officer	Resignation as Chief Financial Officer	May 13, 2021
Mr. Alok Harlalka	Chief Financial Officer	Appointment as Chief Financial Officer	May 13, 2021
Mr. Goutam Seal	Compliance Officer	Resignation as Compliance Officer	May 31, 2021
Mr. Janil Jain	Company Secretary & Compliance Officer	Appointment as Company Secretary and Compliance Officer	June 09, 2021

#### **EMPLOYEES STOCK OPTION SCHEME/ EMPLOYEE STOCK PURCHASE SCHEME**

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

#### **PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL**

Except as stated in this Draft Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the chapter titled “*Consolidated Financial Statements as Restated*” beginning on page 140 of this Draft Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, Our Key Managerial Personnel or our Promoters.

**ARRANGEMENTS OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS**

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel was selected as a member of our senior management.

## OUR PROMOTERS AND PROMOTER GROUP

### OUR PROMOTERS

The Promoters of our Company are Mr. Arvind Harlalka, Mr. Alok Harlalka and M/s. Bonaza Agency LLP. As on the date of this Draft Prospectus, Our Promoters together holds 7,02,045 Equity Shares, representing 78.03% of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company.

### BRIEF PROFILE OF OUR INDIVIDUAL PROMOTER

#### MR. ARVIND HARLALKA



**Mr. Arvind Harlalka**, aged 45 years, is the founding Promoter and is designated as Non Executive Director of our Company. He was appointed on the Board of our Company upon incorporation i.e. September 05, 2008. He has completed Bachelor of Commerce from the University of Calcutta in the year 1996 and qualified Company Secretary from the Institute of Company Secretaries of India since September 2009. He has an experience more than three decades in client/ supplier management, HR & office administration, all legal compliance related to income tax, RoC, SEBI, BSE, NSE, Sales Tax/ Vat/ GST/ Services Tax, TDS, P. Tax, ESI, Banks, Financial Institutions etc, including filing of returns, Assessment, Appeal, finalisation of accounts and office administration.

**Date of Birth:** November 23, 1975

**PAN:** AAYPH6510Q

**Passport No:** L4609946

**Aadhar Card Number:** 6265 7644 7167

**Driving License:** WB01 19980634700

**Residential Address:** 54 / 10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India

**Name of Bank:** HDFC Bank

**Bank Account No.:** 00081050144480

**Other Interest:**

- Gretex Industries Limited
- Afterlink Infraprojects Private Limited
- Sankhu Merchandise Private Limited
- Gretex Share Broking Private Limited
- Lambodar Dealcom LLP

## MR. ALOK HARLALKA



**Mr. Alok Harlalka**, aged 42 years, is the Promoter and is designated as Managing Director and Chief Financial Officer of our Company. He was appointed on the Board of our Company w.e.f. September 08, 2008. He has completed his Higher Secondary Education. He is the driving force behind GRETEX, having overall experience of more than two decade in the field of finance, investment and business development. His functional responsibility in our Company involves handling the overall business affairs including devising investment strategies and overall development of the business. He is also Nominee Director of Association of Investment Bankers of India (AIBI).

**Date of Birth:** June 30, 1978

**PAN:** AASPH1425L

**Passport No:** L4608274

**Aadhar Card Number:** 2232 3976 0956

**Driving License:** WB-202140063188

**Residential Address:** 54 / 10, FL-3E, Debendra Chandra Dey Road, Dhapa, Tangra, Kolkata – 700015, West Bengal, India

**Name of Bank:** HDFC Bank

**Bank Account No.:** 00141000235446

**Other Interest:**

- Gretex Industries Limited
- Afterlink Infraprojects Private Limited
- Sankhu Merchandise Private Limited
- Gretex Share Broking Private Limited
- ASP Infinity Solutions LLP
- Lambodar Dealcom LLP

For the complete profile of our Promoters - educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see “*Our Management*” on page 112 of this Draft Prospectus.

### BRIEF PROFILE OF OUR CORPORATE PROMOTER

#### M/S. BONANZA AGENCY LLP (PREVIOUSLY KNOWN AS BONANZA AGENCY PRIVATE LIMITED) (“BONANZA”)

BONANZA was originally incorporated as M/s. Bonanza Agency Private Limited on February 12, 2009 at Kolkata as a private limited company under the Companies Act, 1956, with the Registrar of Companies, West Bengal. Further, the BONANZA was converted from Private Limited Company to LLP, vide Certificate of Registration on Conversion dated on October 01, 2019 at Kolkata as a LLP under the LLP Act, 2008. The LLP Identification Number is AAQ-7114. The registered office is located at 158, Lenin Sarani, 3<sup>rd</sup> Floor, Room No. 7B, Kolkata – 700013, West Bengal.

#### *Objects of Bonanza Agency LLP*

1. The objects to be pursued by the LLP on its incorporation shall be to carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, assemblers, refiners, cultivators, miners, mediators, packers, stockists, distributors, advisors, hire purchasers of & in all kinds of sarees and dress materials, wood, timber and timber products, gems and jewellery, imitation jewellery, plastic and plastic goods & raw

materials thereof, rubberised cloth, food grains, dairy products, soap detergents, biscuits, surgical, diagnostic medical pulses, leather and finished leather goods, leather garments, leather products, all related items in leather, electric and electronics components and goods, iron and steel, aluminium, minerals, ferrous and non-ferrous metals, stainless steel, jute and jute products, textile, cotton, synthetic, fibre, silk yarn, wool and woollen goods, handicrafts and silk artificial synthetics, readymade garments, design materials, process, printers in all textiles, timber cosmetics, stationery, tools and hardware and sugar, tea, coffee, paper, packaging material, chemicals, cement, spices, grains, factory materials, house equipments, rubber and rubber products, computer data materials, software, paints, industrial and other gases, alcohol, edible and non- edible oils and fats, drugs, plant and machinery goods, engineering goods and equipments, office equipments, hospital equipments, railway accessories, medicine, sugar & sugarcane, automobile parts, building construction & material fur & fur made item toys, building plans, consumer products, consumer durables, coal and coke, mica and mica products, dry flowers and plants, printing, transportation and all other kinds of goods and merchandise, commodities and article of consumption of all kinds in India or elsewhere.

2. To carry on the business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and articles of all kinds including clearing agents, freight, contractors, forwarding agents, licensing agents, general brokers, and to carry any kind of commercial business. To carry on all of any of the business as buyers, sellers, suppliers, growers, processors, traders, merchants, Indentures brokers, agents, assemblers, stockiest, of goods and commodities of any kind to work as commission agents, brokers, contractors, processors order suppliers and dealing agents.
3. To build, take on lease, purchase or acquire in any manner whatsoever any apartment, house, flats, shops, office, clubs, townships, markets or other buildings and for these purpose to purchase, take on lease or in exchange, hire or otherwise acquire and hold any land and prepare layout thereon; to let out or dispose of the same on instalment basis, rent basis or by outright sale or in any other mode of disposition and acquire and deal in any and every kind of article and produces and materials used for building.
4. To expressly clarify, the LLP would undertake the business carried upon by Company prior to conversion and the Partners agree to adopt and bind this LLP to the agreements, contracts and arrangement entered into by the Company prior to its conversion into this LLP.

**Designated Partner**

- Mrs. Rajkumari Harlalka, Nominee of M/s. Lambodar Dealcom LLP
- Mrs. Anita Harlalka

**Partner Contribution:**

Bonanza Agency LLP is promoted by Lambodar Dealcom LLP. The individual Promoter behind Lambodar Dealcom LLP is Mrs. Rajkumari Harlalka, Mr. Arvind Harlalka, Mr. Alok Harlalka, Mr. Sumeet Harlalka, Mrs. Anita Harlalka, Mrs. Pooja Harlalka and Mrs. Sashi Harlalka.

Name	Contribution	Profit/ Loss sharing ratio
M/s. Lambodar Dealcom LLP	11,63,800	99.98%
Mrs. Anita Harlalka	200	0.02%
<b>Total</b>	<b>11,64,000</b>	<b>100.00%</b>

**Designated Partner of Lambodar Dealcom LLP**

- Mrs. Rajkumari Harlalka
- Mrs. Anita Harlalka

**Partner Contribution of Lambodar Dealcom LLP:**

Name	Contribution	Profit / Loss sharing ratio
Mrs. Rajkumari Harlalka	50,000	20.00%
Mrs. Sashi Harlalka	50,000	20.00%
Mr. Sumeet Harlalka	50,000	20.00%
Mr. Alok Harlalka	40,000	16.00%



Name	Contribution	Profit / Loss sharing ratio
Mrs. Pooja Harlalka	40,000	16.00%
Mr. Arvind Harlalka	10,000	4.00%
Mrs. Anita Harlalka	10,000	4.00%
<b>Total</b>	<b>2,50,000</b>	<b>100.00%</b>

#### ***Change in control of our Corporate Promoter***

There has been no change in the control of our Corporate Promoter in the last three years preceding the date of this Draft Prospectus.

#### ***Change in Control of our Company***

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Prospectus.

#### ***Experience of our Promoter in the Business of our Company***

For details in relation to experience of our Individual Promoters in the business of our Company, please refer the chapter “*Our Management*” beginning on page 112 of this Draft Prospectus.

The ultimate beneficiary of our Corporate Promoter, BONANZA has adequate experience in the business activities undertaken by our Company

### **DECLARATION**

We declare and confirm that the details of the permanent account number, passport number and bank account number of our Promoter will be submitted to the Stock Exchange where the Equity Shares are proposed to be listed at the time of filing this Draft Prospectus.

### **INTEREST OF OUR PROMOTERS**

#### ***Interest of Promoters***

Our Promoters does not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by him or his relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by him or his relatives and associates or held by the companies, firms and trusts in which he is interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled “*Capital Structure*”, “*Consolidated Financial Statements as Restated*” and “*Our Management*” beginning on page 54, 140 and 112 of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please refer the section titled “*Related Party Transactions*” in chapter “*Consolidated Financial Statements as Restated*” on page no. 140 of this Draft Prospectus.

#### ***Interest in promotion of our Company***

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters is interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

#### ***Interest in the property, land, construction of building, supply of machinery, etc.***

Except as mentioned in the chapter titled “*Our Business*” beginning on page 89 of this Draft Prospectus, our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of 3 (three) years before filing of this Draft Prospectus or in any transaction by our Company for acquisition of land,

construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

**Payment or Benefit to the Promoters or Promoter Group in the last 2 (two) years**

Except as stated above in “Our Management” and “Consolidated Financial Statements as Restated” beginning on pages 112 and 140 respectively of this Draft Prospectus, there has been no amount or benefit paid or given during the preceding 2 (two) years of filing Draft Prospectus or intended to be paid or given to any Promoters or member of our Promoter Group and no consideration for payment of giving of the benefit.

**MATERIAL GUARANTEES GIVEN TO THIRD PARTIES**

Except as stated in the “Financial Information” beginning on page 140 of this Draft Prospectus, our Promoters have not given material guarantees to the third party(ies) with respect to the specified securities of our Company.

**LITIGATION INVOLVING OUR PROMOTERS**

For details relating to legal proceedings involving the Promoters, please refer “Outstanding Litigation and Material Developments” beginning on page 178 of this Draft Prospectus.

**COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE PRECEDING THREE YEARS**

Except as mentioned below our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Draft Prospectus

Sr. No.	Name of Promoter	Name of Entity	Reason for Disassociation	Date of Disassociation
1	Mr. Alok Harlalka	Gretex Share Broking Private Limited	Sale of entire shareholding	March 19, 2020
2	Mr. Alok Harlalka	Ambuja Technologies Private Limited	Cessation of Directorship	April 01, 2021
3	Mr. Arvind Harlalka	Ambuja Technologies Private Limited	Cessation of Directorship	April 01, 2021
4	Mr. Alok Harlalka	Sankhu Entertainment & Production Private Limited*	Striking off	June 29, 2018
5	Mr. Arvind Harlalka	Sankhu Entertainment & Production Private Limited*	Striking off	June 29, 2018
6	M/s. Bonanza Agency LLP	Sankhu Entertainment & Production Private Limited*	Striking off	June 29, 2018

\* Had filed the Striking off form to the RoC on June 29, 2018, however the same is under the process at the RoC.

**OUR PROMOTER GROUP**

**Our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 is as under:**

**A. Natural Persons who form part of our Promoter Group:**

Relationship with the Promoter	Arvind Harlalka	Alok Harlalka
Spouse	Anita Harlalka	Pooja Harlalka
Mother	Rajkumari Harlalka	Rajkumari Harlalka
Father	Late Purushottam Das Harlalka	Late Purushottam Das Harlalka
Brother(s)	Alok Harlalka Sumeet Harlalka	Arvind Harlalka Sumeet Harlalka
Sister(s)	--	--
Son(s)	Gaurav Harlalka Harsh Harlalka	Tanishka Harlalka Yash Harlalka
Daughter(s)	--	--

<b>Relationship with the Promoter</b>	<b>Arvind Harlalka</b>	<b>Alok Harlalka</b>
Spouse's Mother	Urmila Devi Jewrajka	Late Kanta Devi Sureka
Spouse's Father	Late Ratan Lal Jewrajka	Sitaram Sureka
Spouse's Sister(s)	Kiran Todi	Sarika Jajodia
Spouse's Brother(s)	Sanjay Jewrajka	Punit Sureka

**B. Entities forming part of the Promoter Group:**

**Limited Company**

- Gretex Industries Limited
- Apsara Selections Limited

**Private Limited Company**

- Afterlink Infraprojects Private Limited
- Ambition Tie-Up Private Limited
- Signageus Value Advisors Private Limited
- Gretex Share Broking Private Limited
- Sankhu Merchandise Private Limited
- Sunview Nirman Private Limited
- Talent Investment Co. Private Limited

**Limited Liability Partnership**

- ASP Infinity Solutions LLP
- Lambodar Dealcom LLP
- MCR Edigital Solutions LLP

**Partnership Firm**

- Ashirwad Dealcom
- Gravity Investment
- Jagdamba Financial
- Novelty Financials
- Reliable Suppliers

**HUF**

- Arvind Harlalka HUF
- Alok Harlalka HUF
- Sumit Harlalka HUF

**Proprietorship Firm**

- Dynamic Trading Co.
- Mahabir Sarees
- Apsara Creations

**Trust**

- Harsh Benefit Trust
- Tanishka Benefit Trust
- Yash Benefit Trust

## OUR GROUP ENTITIES

The definition of 'Group Companies' as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall include such 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 considered material by the board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated May 13, 2021, our Group Companies includes:

1. Those companies disclosed as having related party transactions in accordance with Accounting Standard ("AS 18") issued by the Institute of Chartered Accountants of India, in the Restated Consolidated Financial Statements of the Company for the last three financial years,

Provided, companies which have been disclosed as related parties in the Restated Consolidated Financial Statements of our Company for the last three financial years, and which are no longer associated with our Company have not been disclosed as Group Companies.

2. All such companies which the board has deemed to be material to be considered as Group Companies/ Associates Companies.

Accordingly, Sankhu Merchandise Private Limited (SMPL), Gretex Share Broking Private Limited (GSBPL), Gretex Industries Limited (GIL), Signageus Value Advisors Private Limited (SVAPL), Apsara Selections Limited (ASL), Afterlink Infraprojects Private Limited (AIPL) and Ambtion Tie-Up Private Limited (ATUPL) have been identified as a Group Companies/ Associate Companies.

## OUR GROUP COMPANIES

The details of our Group Companies are provided below:

### 1. GRETEX INDUSTRIES LIMITED ("GIL")

GIL was originally incorporate as Heritage Barter Private Limited on July 16, 2009 under the provisions of Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, the name of the Company got changed to Gretex Industries Private Limited and a fresh Certificate of Incorporation consequent to the change of name was granted on February 07, 2013 by Registrar of Companies, West Bengal under the provisions of Companies Act, 1956. Again, the Company was converted into public limited, the name was changed to Gretex Industries Limited and fresh Certificate of Incorporation consequent to the change of name was granted on November 20, 2013 by the Registrar of Companies, West Bengal. The registered office of GIL is situated at 90, Phears Lane, 5<sup>th</sup> Floor, Kolkata – 700 012, West Bengal, India. The Corporate Identification Number of GIL is L17296WB2009PLC136911

#### *Nature of Business*

The main objects of GIL include, *inter alia* carrying on:

- To carry on the business of manufacture and sale for domestic and export, of all kind of apparel, made of knitted or Woven materials, cotton, silk, synthetic, blended including innerwear such as undergarments, briefs, vests, brassieres and panties, and outerwear such as T-shirts, sportswear, swimsuits, suits, shirts, trousers, panes, socks, gloves, gowns, frocks, skirts, tops, or other outer wearing apparel and the parts and accessories thereof.
- To carry on the business of trading in wearing apparel, garments, underwear, and outerwear, textiles trimmings and component part of apparel, accessories of apparel, made-up articles of Textiles such as bed sheet, towels furnishing, fabrics and Like
- To carry on the business of buying, selling, and dealing and manufacturing in all types of musical instruments, parts of musical instruments and to develop music education, training & teaching practices and to conduct cultural, educational programs to enhance the business and to deals in professional & domestic audio equipments.

### Financial Performance

(₹ in Lakh)

Particulars	FY 2021	FY2020	FY2019
Paid Up Capital	421.16	421.16	421.16
Reserves & Surplus	(72.53)	(40.69)	(17.77)
Net worth	348.63	380.47	403.39
Total Revenue (including other income)	972.34	1,136.93	1,429.23
Profit/ (Loss) after Tax	(31.84)	(22.93)	2.17
Basic / Diluted EPS (face value of ₹ 10 each)	(0.76)	(0.54)	0.05
Net asset value per share (₹)	8.28	9.03	9.58

There are no significant notes by the auditors of GIL in relation to the above mentioned financial statements for the specified last three audited Fiscals

### Share price information

The equity shares of Gretex Industries Limited are currently listed on the Emerge Platform of NSE. The highest and the lowest market price of the equity shares of Gretex Industries Limited during the immediate six months immediately preceding the date of this Draft Prospectus is as follows:

Month	High (in ₹)	Low (in ₹)
May 2021*	N.A.	N.A.
April 2021*	N.A.	N.A.
March 2021	10.80	9.45
February 2021	9.10	8.80
January 2021	8.80	8.40
December 2020	8.05	6.40

\* There has been no trading in the month of April and May 2021

The closing price of the Gretex Industries Limited equity shares as of March 31, 2021 on the NSE was ₹ 10.80.

Further, Gretex Industries Limited has filed an application to NSE on dated June 09, 2020 for scheme of Amalgamation with Apsara Selections Limited and Sankhu Merchandise Private Limited. The company has received final Observation Letter from NSE on dated January 12, 2021 to enable the Company to file the draft scheme of Amalgamation with NCLT within six months from this letter. Further, Gretex Industries Limited has filed at NCLT, Kolkata on January 27, 2021, whereas Apsara Selections Limited and Sankhu Merchandise Private Limited has filed at NCLT, Mumbai on January 28, 2021

## 2. SIGNAGEUS VALUE ADVISORS PRIVATE LIMITED (“SVAPL”) (formally known as Ambuja Technologies Private Limited)

SVAPL was originally incorporate as Ambuja Technologies Private Limited on August 16, 2007 under the provisions of Companies Act, 1956 with the Registrar of Companies, West Bengal. Subsequently, the name of the Company got changed to Signageus Value Advisors Private Limited and a fresh Certificate of Incorporation consequent to the change of name was granted on June 08, 2021 by Registrar of Companies, West Bengal. The registered office of SVAPL is situated at 90, Phears Lane, 5<sup>th</sup> Floor, Kolkata – 700012, West Bengal, India. The Corporate Identification Number of ATPL is U72200WB2007PTC117864.

### Nature of Business

The main objects of SVAPL include, *inter alia* carrying on:

- To carry on in India or elsewhere the business to design develop, test, export, import, buy, sell, distribute, transfer, lease, hire, license, use, dispose-of, operate, fabricate, construct, assemble, record, maintain, repair, recondition, re-engineer, alter, convert, improve, procure, install, modify, and to act as consultant, agent, broker, franchiser, job worker, representative, advisor or otherwise to deal in all kinds of activities related to computers, software hardware software development, global information systems, e-commerce, digital designing studios, medical transcription, legal transcription, e- accounting, MIS, warehousing consulting, telecommunication networking, internet, intranet,

Ethernet, Ethernet, ERP solution, SAP training, CAD, CAM, media, bio-technology, bio-medical and paperless governance. Electronic and electrical apparatuses, equipment, gadgets, peripherals, modules, auxiliary instruments, tools, plants, machines, works, systems, conveniences accessories, devices, components, fixtures of different capacities, sizes, specifications, applications descriptions and models used in the field of communications, industries, engineering medical space, research, advertisings, entertainment, multi-media, education, automobiles, geographical, recreational, weather forecasting satellites, construction, transport, defense, mining, power, trade and commerce, internet, intranet and web based technologies and such other communication systems.

- To develop all kinds of software including robotics, artificial intelligence, on line gaming, 3D gaming, antispam engine, search engine, E-commerce, antivirus, antispay, antihacking and operating system, computer training in software and hardware.
- To establish computer networks either as part of international networks or as stand-alone networks or otherwise and provide high speed digital/analog communication links to other networks and to offer e- mail service in mobile technologies including SMS, MMS, SHORT CODE, etc bulletin board services, on-line services and any other service which is feasible by using internet or web based technologies. To make, create design, develop, demonstrate, improve, modify, implement multimedia applications, web warehousing data mining, image processing, cartography, CNC/CMM programming, voice and video communication networks, indexing and abstractions, solid modeling enterprise wide solutions, ERP solutions and web based applications.
- To carry on the business of investment advisors, merchant banker, underwriter, portfolio manager, debt under the applicable regulations in respect of each of the above activities in India or elsewhere, and to arranger, advisor for debt issuance and to carry on investment advisory services, financial consultancy services, stock broking, asset management activities, venture capital, custodial services, factoring, credit reference agencies, credit rating agencies, housing finance, foreign exchange broking, offering term loan(s), inter-Corporate Deposits, offering all kinds of credit facilities, whether secured or unsecured, to provide micro credit and rural credit in accordance with and to the extent permissible provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas and to give guidance and surveys and suggest ways and means for improving efficiency in investment opportunities, trades, business and organizations, and industries of all kinds in India

### Financial Performance

(₹ in Lakh)

Particulars*	FY 2020	FY2019	FY2018
Paid Up Capital	3.00	3.00	3.00
Reserves & Surplus	135.44	95.63	95.09
Net worth	138.44	98.63	98.09
Total Revenue (including other income)	43.71	7.17	2.15
Profit/ (Loss) after Tax	39.81	0.54	(1.46)
Basic / Diluted EPS (face value of ₹ 10 each)	132.70	1.81	(4.86)
Net asset value per share (₹)	461.46	328.76	326.95

\* Financial for the FY 21 are yet to be prepare.

There are no significant notes by the auditors of SVAPL in relation to the above mentioned financial statements for the specified last three audited Fiscals.

### 3. APSARA SELECTIONS LIMITED (“ASL”)

ASL was originally incorporated as Apsara Selections Private Limited on June 25, 2011 under the provisions of Companies Act, 1956 with the Registrar of Companies, West Bengal. The Company was converted into public limited, the name was changed to Apsara Selections Limited and fresh Certificate of Incorporation consequent to the change of name was granted was granted on May 17, 2017 by the Registrar of Companies, Mumbai. The registered office of ASL is at Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400023, Maharashtra, India. The Corporate Identification Number of ASL is U52190MH2011PLC269248.

#### Nature of Business

The main objects of ASL include, *inter alia* carrying on:



- To carry on the business of buying, selling, importing, exporting, transporting, fabrication, marketing, or supplying and to act as broker, trader, agent, C & F agent, distributor, representative, consultant, stockiest job worker, export house or otherwise to deal in all types of textiles goods, dress materials, fabrics, cloths, yarns, such as nets, matting, hosiery, plastic cloths, water proof fabrics, imitation leather and rubber cloths, tents, durries, rugs, carpet, gloves, lace, terry fabrics, velvet, georgette, gabardine, pashmina, suiting, shirting, sarees and other similar items.
- To carry on the business as buyers sellers importer, exporter, distributor, agents, brokers, factors, stockiest, commission agents, manufacturers and dealers of all kinds of fabrics, garments, carpets, durries, mats, rugs, blankets, shawls, tweeds, linens, flannels, bed spreads, quilts, scarves, belts, furnishing and all sorts of apparels dressing materials mixed nylon, polyester, fiber, yarn, hosiery and mixed fabrics natural silk fabrics and garments.
- To carry on business of wholesalers, retailers, indenting agents, importers and exporters in textiles, cloth scarves.
- To receive goods on consignment, from any company, firm, association of persons, individuals, government, semi-government or any local authority and sell the same as agents or on principal to principal basis in connection with the business referred to in para (1) above.
- To carry on the business of buying, selling and dealing and manufacturing in all types of musical instruments, Parts of musical instruments and to develop music education, training & teaching Practices and to conduct cultural, educational programs to enhance the business and to deals in professional & domestic audio equipment

### Financial Performance

(₹ in Lakh)

Particulars*	FY 2020	FY2019	FY2018
Paid Up Capital	42.79	42.79	42.79
Reserves & Surplus	318.06	326.63	334.63
Net worth	360.85	369.43	377.42
Total Revenue (including other income)	23.40	29.95	35.36
Profit/ (Loss) after Tax	(8.58)	(7.99)	(10.26)
Basic / Diluted EPS (face value of ₹ 10 each)	(2.00)	(1.87)	(2.40)
Net asset value per share (₹)	84.33	86.33	88.20

\* Financial for the FY 21 are yet to be prepare.

There are no significant notes by the auditors of ASL in relation to the above mentioned financial statements for the specified last three audited Fiscals.

Further, one of our Group Company i.e. Gretex Industries Limited, which is listed on Emerge Platform of NSE had filed scheme of Amalgamation with Apsara Selections Limited along with Sankhu Merchandise Private Limited on June 09, 2020. NSE had issued its final observation letter on January 12, 2021 to enable the Company to file the draft scheme of Amalgamation with NCLT within six months from this letter. Apsara Selections Limited along with Sankhu Merchandise Private Limited has filed at NCLT, Mumbai on January 28, 2021. Once the Scheme of Amalgamation get approval from NCLT, Apsara Selections Limited will no longer be our Group Company

#### 4. AFTERLINK INFRAPROJECTS PRIVATE LIMITED (“AIPL”)

AIPL was incorporated on April 05, 2013 as a Private Limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, West Bengal. The registered office of AIPL is situated at 1D, 4<sup>th</sup> Floor, Flat No 4A, Prince Golam Md. Shah Road, Kolkata – 700045, West Bengal, India. The Corporate Identification Number of AIPL is U45400WB2013PTC191933.

#### Nature of Business

The main objects of AIPL include, *inter alia* carrying on:

- To engage in the business of Development of infrastructure Facility such as Special Economic Zone, industrial Park, Commercial Plaza, Logistic Center, Modern Warehouse, Cold chain Facility, real estates etc. for the benefit of its members, customers and public in general. To develop township, industrial estate, Road, Toll Plates, Power Distribution Center, Power Plant, Community Kitchen, BPO Center, etc. To engaged as investors and executor of the information development project in particular purchase, sale and trading of land and/or building and owing

buying, selling developing, hiring, letting, sub-letting, maintaining, allotting transferring allotment, administering, exchanging, mortgaging, accepting mortgage, renting, leasing, sub leasing surrendering, accepting, lease, tenancy or sub-tenancy, construction, reconstructing, repairing, maintaining, extending altering or demolishing land, building, tenants, blocks, flats, apartments offices, godowns, garages & building sites though its own agency or through contractors and purchasing holding in stock or selling materials or trading in construction materials and building accessories, electrical, sanitary, plumbing and other fixtures, fitting equipment plant and machinery, tools and appliances, including furniture, fixtures house hold goods and decoration materials.

- To act as builders Govt. contractors, promoters and developers of lands, buildings, building sites, townships, Industrial Park & Special Economic zone, town, making roads, bridges and other building complexes and to undertake and execute building complexes and in connection therewith to act as contractors for execution of land and building projects of all kinds and other wise as contractors for execution, construction & completion of all sorts or projects and in connection there with to act as engineers, architects, draughtsman, interior decorators and generally to deal in immovable properties of all descriptions and tenures by purchase and sale or to otherwise as may be necessary or thought proper.
- To purchase for investment or resale and to traffic in land, house and other property of any tenure and any interest therein and to create set and deal in free hold ground rents and to make advances upon the security of land or house or other property or any interest therein and generally to deal in traffic by way of sale, lease, exchange or otherwise with land and house property and any other property whether real or personal and to purchase or to otherwise acquire and to sell exchange, surrender, lease, mortgage, charge convert turn to account, dispose of assign and deal with property and rights of all kinds and in particular mortgage, debentures, produce, concessions options, contractor, annuities, licences, stocks, shares, Bonds, policies, book debts business concerns and undertaking and claims privileges of all kinds including that of acquiring any rights, title, interest in any agreement or any such rights, titles, interest, claim in any pending suit or action.
- To carry on the business as contractor or sub-contractor in the line of civil mechanical electrical and thermal power plant construction along with liaison work related to engineering services.

### Financial Performance

(₹ in Lakh)

Particulars*	FY 2020	FY2019	FY2018
Paid Up Capital	16.00	16.00	16.00
Reserves & Surplus	(0.69)	(0.62)	(0.58)
Net worth	15.31	15.38	15.42
Total Revenue (including other income)	0.00	0.00	0.00
Profit/ (Loss) after Tax	(0.07)	(0.04)	(0.04)
Basic / Diluted EPS (face value of ₹ 10 each)	(0.04)	(0.02)	(0.03)
Net asset value per share (₹)	9.57	9.61	9.64

\* Financial for the FY 21 are yet to be prepared.

There are no significant notes by the auditors of AIPL in relation to the above mentioned financial statements for the specified last three audited Fiscals.

### 5. AMBTION TIE-UP PRIVATE LIMITED (“ATUPL”)

ATUPL was incorporated on January 18, 2006 as a Private Limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, West Bengal. The registered office of ATUPL is situated at 158 Lenin Sarani, 3<sup>rd</sup> Floor, Room No 7B, Kolkata – 700013, West Bengal, India. The Corporate Identification Number of ATUPL is U51109WB2006PTC107374.

#### Nature of Business

The main objects of ATUPL include, *inter alia* carrying on:

To Carry on all or any of business as buyers, sellers, traders, distributors, merchants, agents, brokers, sub-brokers, stockists, commission agents, franchisee, dealers, C&F agents, various type of agencies, network marketing & marketing associates of household goods, consumerable durable items, industrial good of all kinds and merchandise.

## Financial Performance

(₹ in Lakh)

Particulars*	FY 2020	FY2019	FY2018
Paid Up Capital	15.40	15.40	15.40
Reserves & Surplus	225.86	269.78	270.57
Net worth	241.26	285.18	285.97
Total Revenue (including other income)	0.00	0.00	0.15
Profit/ (Loss) after Tax	(43.92)	(0.79)	(0.12)
Basic / Diluted EPS (face value of ₹ 10 each)	(28.52)	(0.52)	(0.08)
Net asset value per share (₹)	156.66	185.18	185.70

\* Financial for the FY 21 are yet to be prepare.

There are no significant notes by the auditors of ATUPL in relation to the above mentioned financial statements for the specified last three audited Fiscals.

### DEFUNCT GROUP COMPANIES

None of our Group Company had remained defunct or for which application was made to the registrar of companies for striking off its name, during the five years preceding the date of this Draft Prospectus.

### INTEREST OF GROUP COMPANIES

#### In the promotion of our Company

None of our Group Companies have any interest in the promotion or any business interest in the promotion or any business interest or other interest in our Company.

#### In the properties acquired or proposed to be acquired by our Company in the past two years before filing of the Draft Prospectus.

None of our Group Companies have any interest in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Prospectus or proposed to be acquired by it.

#### In transactions for acquisition of land, construction of building and supply of machinery.

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

### COMMON PURSUITS AMONG GROUP COMPANIES WITH OUR COMPANY

Our Group Company i.e. Signageus Value Advisors Private Limited has been authorised by its Memorandum of Association to undertake activities which are similar to ours.

Our Company has not adopted any measures for mitigating such conflict situations. For further details on the related party transactions, to the extent of which our Company is involved, please refer “*Related Party Transactions*” under the chapter titled “*Consolidated Financial Statements as Restated*” of this Draft Prospectus beginning on page no. 140 of this Draft Prospectus.

### RELATED BUSINESS TRANSACTION WITHIN THE GROUP COMPANIES AND SIGNIFICANCE ON FINANCIAL PERFORMANCE

There are no business transactions between our Company and the Promoter Group except as stated on page 140 under section titled as “*Related Party Transactions*” under the chapter “*Consolidated Financial Statements as Restated*” of this Draft Prospectus.

### BUSINESS INTEREST OF GROUP COMPANIES

None of our Group Companies have any business interest in our Company.

### Loss making Group Companies

Details of the losses made by our Group Companies are as follows:

(₹ in Lakh)

Particulars	FY 2021	FY2020	FY2019
Gretex Industries Limited	(31.84)	(22.93)	2.17
Gretex Share Broking Private Limited	(41.26)	(227.12)	3.94

(₹ in Lakh)

Particulars*	FY 2020	FY2019	FY2018
Apsara Selections Limited	(8.58)	(7.99)	(10.26)
Afterlink Infraprojects Private Limited	(0.07)	(0.04)	(0.04)
Ambtion Tie-Up Private Limited	(43.92)	(0.79)	(0.12)
Signageus Value Advisors Private Limited	39.81	0.54	(1.46)

\* Financial for the FY 21 are yet to be prepared.

### LITIGATION / DEFAULTS

There has been no material litigation in the group companies, which may directly or indirectly affect our Company. For details relating to legal proceedings involving our Group Companies, see the section titled “*Outstanding Litigation and Material Developments*” beginning on page 178 of this Draft Prospectus.

### SICK COMPANIES

None of our Group Companies fall under the definition of sick industrial companies under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995, nor have they been declared insolvent or bankrupt under the Insolvency and Bankruptcy Code, 2016.

### CONFIRMATION

Except Gretex Industries Limited which is listed at Emerge Platform of NSE, none of our Group Companies is listed on any Stock Exchange. Further, our Group Companies has made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Prospectus.

Further, neither have any of the securities of our Company or our Group Company been refused listing by any stock exchange in India or abroad, nor has our Company or our Group Company failed to meet the listing requirements of any stock exchange in India or abroad.

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## **DIVIDEND POLICY**

Under the Companies Act, 2013, an Indian Company pays dividends upon a recommendation by its Board of Directors and approval by majority of the Shareholders. Under the Companies Act, 2013, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last five years.

Dividends are payable within thirty days of approval by the Equity Shareholders at the annual general meeting of our Company and in case of interim dividend within thirty days of declaration by the Board of Directors. When dividend is declared, all the Equity Shareholders whose name appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity shareholders who cease to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

## SECTION VII: FINANCIAL INFORMATION

### CONSOLIDATED FINANCIAL STATEMENTS AS RESTATED

#### Independent Auditor's Report for the Restated Consolidated Financial Statements of

#### GRETEX CORPORATE SERVICES LIMITED

**Auditor's Report on the Restated Consolidated Statement of Assets and Liabilities as at and for the financial years ended on March 31, 2021, 2020 and 2019, Restated Profit and Loss and Cash Flows for the financial years ended on March 31, 2021, 2020 and 2019 GRETEX CORPORATE SERVICES LIMITED (collectively, the "Restated Summary Statements")**

To

**The Board of Directors,**

**GRETEX CORPORATE SERVICES LIMITED**

*(Formerly Known as Gretex Corporate Services Private Limited)*

Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion,

9-15 Homi Modi Street, Fort Mumbai,

Mumbai – 400 001,

Maharashtra, India

Dear Sir,

1. We have examined the attached Restated Consolidated Statements of Assets and Liabilities of GRETEX CORPORATE SERVICES LIMITED (the "Company") along with significant accounting policies and related notes as at and for the financial years ended on March 31, 2021, 2020 and 2019, annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document (collectively the "**Restated Summary Statements**" or "**Restated Consolidated Financial Statements**"). These Restated Consolidated Summary Statements have been prepared by the company and approved by the Board of Directors of the company in connection with the Initial its proposed Initial Public Offering ("IPO") on the SME Platform of BSE Limited.
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
  - i. Section 26 and 28 of Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("**ICDR Regulations**") issued by the Securities and Exchange Board of India ("**SEBI**") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - iii. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2018 and other provisions relating to consolidated accounts of GRETEX CORPORATE SERVICES LIMITED, we, Gupta Agarwal & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.
  - iv. The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Draft Prospectus/ Prospectus being issued by the Company for its proposed IPO of equity shares on SME Platform of BSE Limited ("BSE"); and
  - v. The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").



3. The Restated Consolidated Summary Statements of the Company have been extracted by the management from the Audited Consolidated Financial Statements of the Company for the financial years ended on March 31, 2021, 2020 and 2019.
4. We have examined the accompanied 'Restated Consolidated Statement of Profit and Loss' (Annexure – II) for the financial years ended on March 31, 2021, 2020 and 2019, and the 'Restated Consolidated Statement of Assets and Liabilities' (Annexure – I) as on those date, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies (Annexure – IV) thereon, which are the responsibility of the Company's management. The information has been extracted from the consolidated financial statements for the financial years ended on March 31, 2021 audited by us, being the Statutory Auditors of the Company and from the consolidated financial statements for the financial year ended on March 31, 2020 and 2019 audited by Adesh & Co., Chartered Accountants, being the then Statutory Auditor of the Company, which are all approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting.

Based on our examination, we further report that:

- a) The Restated Consolidated Statement of Assets and Liabilities of the Company for the financial years ended on March 31, 2021, 2020 and 2019, examined by us, as set out in Annexure I to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in Annexure IV.
  - b) The Restated Consolidated Statement of Profit and Loss of the Company for the financial years ended on March 31, 2021, 2020 and 2019, examined by us, as set out in Annexure II to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in Annexure IV.
  - c) The Restated Consolidated Statement of Cash Flows of the Company for the financial years ended on March 31, 2021, 2020 and 2019, examined by us, as set out in Annexure III to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in Annexure IV.
  - d) The Restated Consolidated Financial Statements have been made after incorporating adjustments for :
    - i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
    - ii. Prior period and other material amounts in the respective financial years to which they relate.
  - e) There were no qualifications in the Audit Reports issued by Statutory Auditor(s) for the financial years ended on March 31, 2021, 2020 and 2019 which would require adjustments in this Restated Consolidated Financial Statements of the Company.
5. We have also examined the following Financial Information relating to the Company, which is based on the Restated Consolidated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document: 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:
- Statement of Reconciliation of Restated profit after tax, as restated (Annexure – V)
  - Statement of Reconciliation of Restated Equity/Net Worth, as restated (Annexure – VI)
  - Statement of Share Capital, as restated (Annexure - VII)
  - Statement of Reserves & Surplus, as restated (Annexure - VIII)
  - Statement of Long Term Borrowings, as restated (Annexure- IX)
  - Statement of Deferred Tax Assets (Net), as restated (Annexure- X)
  - Statement of Short Term Borrowings, as restated (Annexure- XI)
  - Statement of Other Current Liabilities, as restated (Annexure- XII)

- Statement of Short Term Provision, as restated (Annexure- XIII)
  - Statement of Fixed Assets, as restated (Annexure- XIV)
  - Statement of Non-current Investments, as restated (Annexure- XV)
  - Statement of Long Term Loans and Advances, as restated (Annexure – XVI)
  - Statement of Other Non-Current Assets, as restated (Annexure - XVII)
  - Statement of Trade Receivables, as restated (Annexure - XVIII)
  - Statement of Cash and Cash Equivalents, as restated (Annexure - XIX)
  - Statement of Short Term Loans and Advances, as restated (Annexure – XX)
  - Statement of Other Current Assets, as restated (Annexure - XXI)
  - Statement of Revenue from Operations, as restated (Annexure – XXII)
  - Statement of Other Income, as restated (Annexure – XXIII)
  - Statement of Employee Benefit Expenses, as restated (Annexure – XXIV)
  - Statement of Finance Cost, as restated (Annexure – XXV)
  - Statement of Depreciation and Amortization Expense, as restated (Annexure – XXVI)
  - Statement of Other Expense, as restated (Annexure – XXVII)
  - Statement of Related Party Transactions, as restated (Annexure – XXVIII)
  - Statement of Tax Shelter, as restated (Annexure – XXIX)
  - Statement of Contingent Liabilities, as restated (Annexure – XXX)
6. In our opinion, the Restated Consolidated Financial Statements and the other Financial Information set forth in Annexure I to XXX read with the significant accounting policies and notes to the restated consolidated financial statements have been prepared in accordance with section 26 and 28 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI).
7. Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited consolidated financial statements for the relevant years.
8. This report should not in any way construed as a reissuance or redrafting of any of the previous audit report issued by us nor should this report be construed as new opinion on any of the consolidated financial statement referred to therein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For Gupta Agarwal & Associates**  
**Chartered Accountants**  
**Firm's Registration No.:329001E**

**Jay Shanker Gupta**  
**Partner**  
**Membership No. 059535**  
**UDIN: 21059535AAAAEU4124**

**Date:** June 02, 2021  
**Place:** Kolkata

<b>ANNEXURE - I</b>			
<b>RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSET AND LIABILITIES</b>			<b>(Rs. In Lakh)</b>
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	89.97	65.48	65.48
Reserve and Surplus (excluding Revaluation Reserves, if any)	537.90	308.67	469.02
Share Application Money Pending Allotment	-	-	-
<b>Non-Current Liabilities</b>			
Long-term Borrowings	226.04	250.30	249.66
Deferred tax Liabilities (Net)	27.60	24.28	22.89
<b>Current Liabilities</b>			
Short-term Borrowings	-	113.53	-
Trade Payables	-	-	-
Other Current Liabilities	129.71	75.97	137.53
Short-term Provisions	-	-	1.58
<b>Total</b>	<b>1,011.22</b>	<b>838.21</b>	<b>946.16</b>
<b>II. Asset</b>			
<b>Non-Current Asset</b>			
Fixed Asset			
(i) Tangible Asset	317.54	328.32	341.25
Non-Current Investment	483.05	386.45	389.38
Long-term Loan and Advances	8.25	9.41	21.12
Other Non-Current Asset	-	39.59	-
<b>Current Asset</b>			
Trade Receivables	123.68	16.21	21.77
Cash and Cash Equivalents	29.02	19.31	15.85
Short-term Loan and Advances	18.65	8.98	116.85
Other Current Asset	31.03	29.95	39.94
<b>Total</b>	<b>1,011.22</b>	<b>838.21</b>	<b>946.16</b>

**Note:-**

The above statement should be read with the significant accounting policies (Annexure IV) and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

*As per our report attached of even date*

*For Gupta Agarwal & Associates*

*Chartered Accountants*

*FRN: 329001E*

*Jay Shanker Gupta*

*(Partner)*

*Mem No: 059535*

*UDIN: 21059535AAAAEU4124*

*Date :02.06.2021*

*Place : Kolkata*

<b>ANNEXURE - II</b>			
<b>RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS</b>			<b>(Rs. In Lakh)</b>
<b>Particulars</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>
Revenue from Operations	298.26	114.61	314.58
Other Income	26.37	30.70	0.95
<b>Total Revenue</b>	<b>324.63</b>	<b>145.31</b>	<b>315.53</b>
<b>Expenses:</b>			
Employee Benefits Expenses	58.37	75.90	73.71
Finance Costs	29.11	29.74	23.59
Depreciation and Amortization Expense	15.38	15.90	15.89
Other Expenses	147.04	137.59	171.84
<b>Total Expenses</b>	<b>249.90</b>	<b>259.14</b>	<b>285.03</b>
Profit before exceptional and extraordinary items and tax (A-B)	<b>74.73</b>	<b>(113.83)</b>	<b>30.50</b>
Exceptional/Prior Period items	-	-	-
<b>Profit before extraordinary items and tax</b>	<b>74.73</b>	<b>(113.83)</b>	<b>30.50</b>
Extraordinary items	-	-	-
<b>Profit Before Tax</b>	<b>74.73</b>	<b>(113.83)</b>	<b>30.50</b>
Provision for Tax			
- Current Tax	0.00	-	1.58
- Deferred Tax Liability / (Asset)	3.32	1.38	3.95
<b>Restated profit after tax for the period from continuing operations</b>	<b>71.41</b>	<b>(115.21)</b>	<b>24.97</b>
Share of Profit/(Loss) Transferred to Minority Interest	-	-	-
Share of profit/(Loss) of Associates			
Ambuja Technologies Private Limited	-	9.29	0.13
Sankhu Merchandise Private Limited	0.04	0.11	0.03
Gretex Share Broking Private Limited	(9.91)	(54.53)	-
<b>Restated profit for the period</b>	<b>61.54</b>	<b>(160.35)</b>	<b>25.13</b>

**Note:-**

The above statement should be read with the significant accounting policies (Annexure IV) and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

*As per our report attached of even date*

*For Gupta Agarwal & Associates*

*Chartered Accountants*

*FRN: 329001E*

*Jay Shanker Gupta*

*(Partner)*

*Mem No: 059535*

*UDIN: 21059535AAAAEU4124*

*Date :02.06.2021*

*Place : Kolkata*

<b>ANNEXURE -III</b>			
<b>RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOW</b>			<b>(Rs. In Lakh)</b>
<b>Particulars</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit before tax	74.73	(113.83)	30.50
<b>Adjustment for :</b>			
Add Depreciation	15.38	15.90	15.89
Add Finance Cot	29.11	29.74	23.59
Add Deferred Revenue Exp. Written off	39.59	11.41	4.00
Less Interest on Income Tax Refund	(0.69)	(0.84)	(0.32)
Less Interest received	-	-	(0.04)
Less Profit on sale of Investment	(14.94)	(1.88)	-
Add: Deferred Revenue Exp. Paid	-	(51.00)	-
<b>Operating profit before working capital changes</b>	<b>143.19</b>	<b>(110.49)</b>	<b>73.62</b>
<b>Adjustment for :</b>			
(Increase)/Decrease in Trade Receivable	(107.47)	5.56	(11.28)
(Increase)/Decrease in Short-term Loan and Advances	(9.68)	107.88	(111.01)
(Increase)/Decrease in Other Current Asset	(1.08)	9.99	(10.69)
Increase/(Decrease) in Other Current Liabilities	53.74	(61.57)	74.20
<b>Net Adjustments</b>	<b>(64.49)</b>	<b>61.87</b>	<b>(58.78)</b>
Cash generated from / (used in) operations	78.70	(48.63)	14.84
Income Tax Paid (Net)	-	(0.74)	2.75
<b>Net cash generated from/(used in) Operating Activities - (A)</b>	<b>78.70</b>	<b>(49.37)</b>	<b>17.59</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of tangible fixed assets	(4.60)	(2.98)	(6.35)
Sale / (Purchase ) of Investments	(100.24)	(40.33)	(37.80)
(Increase)/Decrease in Long-term Loan and Advances	1.16	11.72	0.94
Interest Received	0.69	-	0.04
<b>Net cash generated from/(used in) Investing Activities - (B)</b>	<b>(102.99)</b>	<b>(31.59)</b>	<b>(43.17)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Issue of Shares	200.90	-	-
Increase/(Decrease) in Long-term Borrowings	(24.25)	0.63	60.04
Increase/(Decrease) in Short-term Borrowings	(113.53)	113.53	-
Finance cost	(29.11)	(29.74)	(23.59)
<b>Net cash generated from/(used in) Financing Activities - (C)</b>	<b>34.00</b>	<b>84.41</b>	<b>36.45</b>
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	<b>9.70</b>	<b>3.46</b>	<b>10.87</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>19.31</b>	<b>15.85</b>	<b>4.98</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>29.02</b>	<b>19.31</b>	<b>15.85</b>

**Note:-**

**1. Components of cash and cash equivalents:**

**(Rs. In Lakh)**

<b>Particulars</b>	<b>31.03.2021</b>	<b>31.03.2020</b>	<b>31.03.2019</b>
Cash on hands	0.73	18.16	3.80
Balances with Banks			
-In current accounts	28.29	1.15	12.05
<b>Total Cash and Cash Equivalents</b>	<b>29.02</b>	<b>19.31</b>	<b>15.85</b>

1. The above cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

2. Figures in Brackets represents outflow.

3. The above statement should be read with significant accounting policies (Annexure IV) and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing I, II and III.

*As per our report attached of even date*

*For Gupta Agarwal & Associates*

*Chartered Accountants*

*FRN: 329001E*

*Jay Shanker Gupta*

*(Partner)*

*Mem No: 059535*

*UDIN: 21059535AAAAEU4124*

*Date :02.06.2021*

*Place : Kolkata*



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## **ANNEXURE IV STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

### **1. CORPORATE INFORMATION**

Gretex Corporate Services Limited is a Public Company domiciled in India originally incorporated as M/s Dynamic Tradeserv Private Limited and consequently the name of the company was changed from M/s Dynamic Tradeserv Private Limited to Gretex Corporate Services Private Limited on 31st May, 2013. The name of the company has been changed to GRETEX CORPORATE SERVICES LIMITED vide certificate of incorporation consequent upon conversion to Public Limited Company dated 12th May, 2021 issued by Registrar of Companies, Mumbai, being Corporate Identification Number U74999MH2008PLC288128. The company being a SEBI Registered Category I Merchant Banker bearing Registration No INM000012177, is engaged in providing bouquet of financial and capital market services to its valued client spread across the country.

### **2. SIGNIFICANT ACCOUNTING POLICIES**

#### **(i) Basis of Preparation**

The financial statements are prepared under historical cost convention, on accrual basis, in accordance with the provision for the Companies Act, 2013 and the accounting principles generally accepted in India and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

#### **(ii) Use of Estimates**

The preparation of the Financial Statements in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amount of income and expenses during the period. Examples of such estimates includes future obligation with respect to employees benefits, income taxes, useful lives of fixed assets etc. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

#### **(iii) Cash Flow Statement**

The cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India.

#### **(iv) Revenue Recognition**

All expenses & income to the extent considered payable & receivable respectively unless specifically stated to be otherwise are accounted for on mercantile basis.

Interest income is recognised in the statement of profit and loss on time proportion basis at applicable interest rates.

#### **(v) Property, Plant & Equipment**

##### *Tangible assets*

Tangible assets are stated at their cost of acquisition net of receivable CENVAT and VAT Credits. All costs, direct or indirect, relating to the acquisition and installation of fixed assets and bringing it to its working condition for its intended use are capitalised and include borrowing costs and adjustments arising from foreign exchange rate variations directly attributable to construction or acquisition of fixed assets. Depreciation on fixed assets is provided on Straight Line method (SLM) on a pro-rata-basis at the rates and in the manner specified in Schedule II to the Companies Act, 2013. In respect of assets acquired/sold during the year, depreciation has been provided on pro-rata basis with reference to the days of addition/put to use or disposal.

### *Intangible assets*

Intangible Assets are stated at their cost of acquisition, less accumulated amortization and accumulated impairment losses thereon. An intangible asset is recognized where it is probable that future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. The depreciable amount of intangible assets is allocated based on the estimates of the useful life of the asset not exceeding five years.

#### **(vi) Investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investment. Current investment are carried at lower of cost and fair value determined on an individual item basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

#### **(vii) Borrowing Cost**

Interest and other cost incurred in connection with the borrowings of the fund are charged to the Revenue, except those borrowing cost which are directly attributable to the acquisition or construction of those Fixed Assets.

#### **(viii) Earnings Per Share**

The Company reports Basic earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earning per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

#### **(ix) Taxes on Income**

Tax expenses comprises Current and Deferred. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act. Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised only to the extent there is reasonable certainty of realisation of taxable profit in future.

#### **(x) Gratuity**

Provision for Gratuity is not applicable to the Company.

#### **(xi) Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liabilities are generally not provided for in the books of accounts and are separately shown in the financial statements.

#### **(xii) Cash and cash equivalents**

Cash and cash equivalent includes cash on hand, demand deposits with banks, other short-term highly liquid investments.

<b>ANNEXURE –V</b>			
<b>(Rs. In Lakh)</b>			
<b>RECONCILIATION OF RESTATED PROFIT AFTER TAX:</b>			
Adjustments for	As at March31, 2021	As at March31, 2020	As at March31, 2019
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	62.37	(161.18)	25.13
<b>Adjustments for:</b>			
Changes in Finance cost	-	-	0.42
Changes in Other Expenses	-	-	(0.42)
Changes in Deferred Tax	(0.82)	0.83	-
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>61.54</b>	<b>(160.35)</b>	<b>25.13</b>

**Notes:-**

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

**Adjustments having impact on Profit:**

**To give Explanatory Notes regarding Adjustments:**

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the SEBI (ICDR) Regulations, 2018.

<b>ANNEXURE –VI</b>			
<b>(Rs. In Lakh)</b>			
<b>RECONCILIATION OF RESTATED EQUITY/ NETWORTH</b>			
Adjustments for	As at March31, 2021	As at March31, 2020	As at March31, 2019
Equity / Net worth as per Audited Financials	627.87	373.32	534.49
<b>Adjustments for:</b>			
Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	(0.00)	(0.83)	-
Accumulated Adjustment due to changes in Income Tax in Reserve & Surplus	-	-	-
<b>Equity/Net Worth as Restated</b>	<b>627.87</b>	<b>374.14</b>	<b>534.49</b>

**Notes:-**

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

**Adjustments having impact on Profit:**

Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserves & Surplus due to the restated effect on the Profit/ (Loss) of prior period.

**To give Explanatory Notes regarding Adjustments:**

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the SEBI (ICDR) Regulations, 2018.

<b>ANNEXURE –VII</b>				<b>(Rs. In Lakh)</b>
<b>DETAILS OF SHARE CAPITAL, AS RESTATED</b>				
<b>1. Statement of Share Capital</b>				
<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>	
<b>Authorised</b>				
660000 Equity shares of Rs. 10 each	-	66.00	66.00	
910000 Equity shares of Rs. 10 each	91.00	-	-	
<b>Issued, Subscribed and Fully Paid up Capital</b>				
654750 Equity shares of Rs. 10 each	-	65.48	65.48	
899745 Equity shares of Rs. 10 each	89.97	-	-	
<b>Total</b>	<b>89.97</b>	<b>65.48</b>	<b>65.48</b>	

**Notes:-**

a. The Authorised Share Capital of the company was increased from 6,60,000 Equity Shares of Rs.10/- each to 9,10,000 Equity Shares of Rs. 10/- each vide resolution passed in EGM dated 29/06/2020.

b. The Authorised Share Capital of the company was increased from 9,10,000 Equity Shares of Rs.10/- each to 10,00,000 Equity Shares of Rs. 10/- each vide resolution passed in EGM dated 12/04/2021.

c. The company issued 2,44,995 equity shares of Rs. 10/- each as preferential allotment at a price of Rs. 82/- each (including premium of Rs.72/- each) vide EGM resolution passed on 06/07/2020 and allotted 60,975 equity shares each on 14/07/2020, 16/07/2020, 18/07/2020, 22/07/2020 respectively and 1,095 equity shares on 23/07/2020.

**Terms/rights attached to equity shares:-**

A. The company was having only one class of Equity Shares with par value of Rs. 10.00 per share. Each holder of Equity shares was entitled to one Vote per share.

B. In the Liquidation of the company, the holders of Equity Shares shall be entitled to receive any of the remaining assets of the Company. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

**2. Reconciliation of Shares outstanding at the beginning and at the end of the Period**

<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>
<b>Outstanding at the beginning of the period</b>	<b>6,54,750</b>	<b>6,54,750</b>	<b>6,54,750</b>
Splitted during the year	-	-	-
Issued during the year	2,44,995	-	-
Bonus Issued during the year	-	-	-
<b>Outstanding at the end of the Period</b>	<b>8,99,745</b>	<b>6,54,750</b>	<b>6,54,750</b>

**3. For the period of three years immediately preceding the date as at which the Balance Sheet is prepared:**

<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	-	-	-
Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	-	-	-
Aggregate number and class of shares bought back.	-	-	-

**4. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares Holding):**

Particulars	As at March31, 2021	As at March31, 2020	As at March31, 2019
Name of Share Holder	No of Shares	No of Shares	No of Shares
Bonanza Agency LLP (Formerly known as Bonanza Agency Pvt Ltd)	6,83,295	4,38,300	2,32,800
Talent Investment Co Pvt Ltd	1,54,500	1,54,500	1,54,500
Sumeet Harlalka	-	-	52,200
Alok Harlalka	-	-	72,250
Pooja Harlalka	-	-	78,500
Sashi Harlalka	-	-	33,000
<b>Total</b>	<b>8,37,795</b>	<b>5,92,800</b>	<b>6,23,250</b>

**5. Details of Shareholders holding more than 5% shares in the company (In terms of % Holding)**

Particulars	As at March31, 2021	As at March31, 2020	As at March31, 2019
Name of Share Holder	% Holding	% Holding	% Holding
Bonanza Agency LLP (Formerly known as Bonanza Agency Pvt Ltd)	75.94%	66.64%	35.56%
Talent Investment Co Pvt Ltd	17.17%	23.49%	23.60%
Sumeet Harlalka	-	-	7.97%
Alok Harlalka	-	-	11.03%
Pooja Harlalka	-	-	11.99%
Sashi Harlalka	-	-	5.04%
<b>Total</b>	<b>93.11%</b>	<b>90.13%</b>	<b>95.18%</b>

**ANNEXURE –VIII (Rs. In Lakh)**
**STATEMENT OF RESERVES AND SURPLUS, AS RESTATED**

Particulars	As at March31, 2021	As at March31, 2020	As at March31, 2019
<b>Reserves and Surplus</b>			
<b>A) Surplus in Profit and Loss account</b>			
Opening Balance	(276.31)	(115.96)	(164.08)
Add: Profit/(Loss) for the year	61.54	(160.35)	25.13
Less: Share in profit of Ambuja Technologies upto last year as cease to be associate	(8.71)	-	18.94
Add: Taxes for earlier years	(0.00)	(0.00)	1.64
Add: MAT Credit entitlement AY 2017-18	-	-	2.42
<b>Total (A)</b>	<b>(223.48)</b>	<b>(276.31)</b>	<b>(115.96)</b>
<b>B) Securities premium account</b>			
Opening Balance	584.98	584.98	584.98
Add - Premium Received	176.40	-	-
Less: IPO Expenses	-	-	-
<b>Total (B)</b>	<b>761.37</b>	<b>584.98</b>	<b>584.98</b>
<b>Total (A+B)</b>	<b>537.90</b>	<b>308.67</b>	<b>469.02</b>

**Notes:-**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

<b>ANNEXURE- IX</b>			
<b>(Rs. In Lakh)</b>			
<b>STATEMENT OF LONG TERM BORROWINGS, AS RESTATED</b>			
<b>Particulars</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>
<b>Secured:</b>			
Loans From Financial Institution	250.30	251.19	269.90
Less : Amount disclosed under the head “Other current liabilities” (Refer ANNEXURE- XII)	24.25	0.89	20.24
<b>Total</b>	<b>226.04</b>	<b>250.30</b>	<b>249.66</b>

**Notes:-**

For terms and conditions of Long term borrowings, refer chapter title *Statement of Financial Indebtedness* on page 177 of the Draft Prospectus.

<b>ANNEXURE-X</b>			
<b>(Rs. In Lakh)</b>			
<b>STATEMENT OF DEFERRED TAX LIABILITIES</b>			
<b>Particulars</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>
WDV as per Companies Act	317.54	328.32	341.25
WDV as per Income Tax Act	207.87	228.56	253.19
Difference in Depreciation	(109.67)	(99.76)	(88.05)
Gratuity Provision	-	-	-
Total Timing Difference	<b>(109.67)</b>	<b>(99.76)</b>	<b>(88.05)</b>
Tax Rate as per Income Tax DTA / (DTL)	0.2517 (27.60)	0.2517 (24.28)	0.2600 (22.89)
<b>Closing Balance of DTA / (DTL)</b>	<b>(27.60)</b>	<b>(24.28)</b>	<b>(22.89)</b>
<b>DEFERRED TAX ASSETS and LIABILITIES SUMMARY</b>			
<b>Particulars</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>
Opening Balance of DTA / (DTL)	24.28	22.89	18.95
Closing Balance of DTA / (DTL)	(27.60)	(24.28)	(22.89)
<b>Net deferred tax liability</b>	<b>(3.32)</b>	<b>(1.38)</b>	<b>(3.95)</b>

<b>ANNEXURE- XI</b>			
<b>(Rs. In Lakh)</b>			
<b>STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED</b>			
<b>Particulars</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>
<b>Unsecured:</b>			
Loans Repayable on Demand From Others	-	113.53	-
<b>Total</b>	<b>-</b>	<b>113.53</b>	<b>-</b>



**Notes:-**

Short Term Unsecured Loan of Rs.1,50,00,000 was availed on 31.03.2020 from Dee Kartavya Finance Limited for working capital purpose, repayable on demand at an interest @9% p.a. The said loan was repaid on 30.06.2020.

<b>ANNEXURE- XII (Rs. In Lakh)</b>			
<b>STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED</b>			
Particulars	As at March31, 2021	As at March31, 2020	As at March31, 2019
<b>Other Payables</b>			
Current Maturities of Long term Loan	24.25	0.89	20.24
Advances from related parties	-	0.88	36.78
Advances from Others	55.00	50.10	51.00
Advances from Customers	8.11	12.49	10.34
Statutory Liabilities	23.53	1.24	5.54
Creditors for Expenses	18.82	10.35	13.63
<b>Total</b>	<b>129.71</b>	<b>75.97</b>	<b>137.53</b>

*(Balances of Advances are subjected to balance confirmation)*

<b>ANNEXURE- XIII (Rs. In Lakh)</b>			
<b>STATEMENT OF SHORT TERM PROVISIONS, AS RESTATED</b>			
Particulars	As at March31, 2021	As at March31, 2020	As at March31, 2019
<b>Short- Term Provisions</b>			
Provision for Income Tax (Net of Advance Tax and TDS)	-	-	1.58
<b>Total</b>	<b>-</b>	<b>-</b>	<b>1.58</b>

<b>ANNEXURE -XIV (Rs. In Lakh)</b>			
<b>STATEMENT OF FIXED ASSETS</b>			
Particulars	As at March31, 2021	As at March31, 2020	As at March31, 2019
<b>Tangible Assets - Gross Block</b>			
<b>Opening</b>			
Buildings	304.86	304.86	304.86
Furniture & Fittings	77.26	76.42	75.93
Office Equipments	17.60	16.90	15.38
Computers and data processing units	26.34	25.61	21.27
Motor Vehicles	0.70	-	-
<b>Total Gross Block</b>	<b>426.77</b>	<b>423.79</b>	<b>417.44</b>
<b>Add :- Additions</b>			
Buildings	-	-	-
Furniture & Fittings	-	0.84	0.49
Office Equipments	1.34	0.71	1.52
Computers and data processing units	2.74	0.73	4.34
Motor Vehicles	0.52	0.70	-
<b>Total Addition</b>	<b>4.60</b>	<b>2.98</b>	<b>6.35</b>
<b>Less:- Deductions</b>			
Buildings	-	-	-
Furniture & Fittings	-	-	-
Office Equipments	-	-	-

Computers and data processing units	-	-	-
Motor Vehicles	-	-	-
<b>Total Deductions</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Closing</b>			
Buildings	304.86	304.86	304.86
Furniture & Fittings	77.26	77.26	76.42
Office Equipments	18.94	17.60	16.90
Computers and data processing units	29.08	26.34	25.61
Motor Vehicles	1.22	0.70	-
<b>Total Gross Block</b>	<b>431.36</b>	<b>426.77</b>	<b>423.79</b>
<b>Opening Depreciation</b>			
Buildings	20.80	15.72	10.63
Furniture & Fittings	40.40	34.32	27.46
Office Equipments	14.42	12.75	10.98
Computers and data processing units	22.77	19.76	17.59
Motor Vehicles	0.06	-	-
<b>Total</b>	<b>98.45</b>	<b>82.54</b>	<b>66.66</b>
<b>Add :- Additions in Depreciation</b>			
Buildings	5.08	5.08	5.09
Furniture & Fittings	6.12	6.08	6.86
Office Equipments	1.45	1.66	1.78
Computers and data processing units	2.66	3.01	2.17
Motor Vehicles	0.07	0.06	-
<b>Total Addition</b>	<b>15.38</b>	<b>15.90</b>	<b>15.89</b>
<b>Less:- Deductions in Depreciation</b>			
Buildings	-	-	-
Furniture & Fittings	-	-	-
Office Equipments	-	-	-
Computers and data processing units	-	-	-
Motor Vehicles	-	-	-
<b>Total Deductions</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Closing Depreciation</b>			
Buildings	25.87	20.80	15.72
Furniture & Fittings	46.52	40.40	34.32
Office Equipments	15.87	14.42	12.75
Computers and data processing units	25.43	22.77	19.76
Motor Vehicles	0.14	0.06	-
<b>Total</b>	<b>113.83</b>	<b>98.45</b>	<b>82.54</b>
<b>Net Block</b>			
Buildings	278.99	284.06	289.15
Furniture & Fittings	30.74	36.86	42.11
Office Equipments	3.07	3.18	4.14
Computers and data processing units	3.65	3.57	5.85
Motor Vehicles	1.08	0.63	-
<b>Total Tangible Assets</b>	<b>317.54</b>	<b>328.32</b>	<b>341.25</b>

<b>ANNEXURE-XV</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF NON CURRENT INVESTMENTS, AS RESTATED</b>				
<b>Particulars</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>	
<b>Quoted Shares</b>				
BCPL Railway Infrastructure Ltd. (108000 Shares)	-	-	37.80	
Captain Polyplast Limited (28040 Shares)	12.08	-	-	
Deep Polymers Limited (25500 Shares)	17.59	-	-	
Diksha Transworld Limited (25500 Shares)	20.68	-	-	
Gala Global Products Limited (24537 Shares)	7.68	-	-	
Rawedge Industrial Solutions Limited (91200 Shares)	44.64	-	-	
Trident Texofab Limited (49800 Shares)	12.71	-	-	
<b>Unquoted Shares</b>				
<b>Investment in Associates</b>				
Ambuja Technologies Pvt. Ltd. (7000 Shares) (Include Goodwill Rs. 4,28,529/-)	-	0.70	0.70	
Add/(Less): Opening Balance B/F	-	(0.57)	(0.70)	
Add: Share in profit/(Loss) of Associates	-	9.29	0.13	
Sankhu Merchandise Pvt. Ltd. (50000 Shares) (Include Capital Reserve Rs. 61,86,681/-)	5.00	5.00	5.00	
Add/(Less): Opening Balance B/F	0.05	(0.06)	(0.09)	
Add: Share in profit/(Loss) of Associates	0.04	0.11	0.03	
Gretex Share Broking Pvt. Ltd. (1980100 Shares) (Include Goodwill Rs. 17,60,306/-)	421.52	421.52	-	
Add/(Less): Opening Balance B/F	(54.53)	-	-	
Add: Share in profit/(Loss) of Associates	(9.91)	(54.53)	-	
<b>Investment in Others</b>				
Ambuja Technologies Pvt. Ltd. (5000 Shares)	0.50	-	-	
Add: Share in profit/(Loss) of Ambuja Technologies upto last year	8.71	-	-	
Add: Share in profit/(Loss) of Ambuja Technologies upto last year as cease to be associate	(8.71)	-	-	
Gretex Share Broking Pvt. Ltd. (1599100 Shares)	-	-	341.51	
Apsara Selections Ltd. (50000 Shares)	5.00	5.00	5.00	
<b>Aggregate amount of unquoted investments</b>	<b>483.05</b>	<b>386.45</b>	<b>389.38</b>	
Aggregate market value of Investment in Quoted Shares	<b>102.33</b>	-	<b>39.42</b>	

<b>ANNEXURE -XVI</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF LONG -TERM LOANS AND ADVANCES, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>	
<b>Unsecured, Considered Good unless otherwise stated</b>				
Security Deposit	8.25	9.41	21.12	
<b>Total</b>	<b>8.25</b>	<b>9.41</b>	<b>21.12</b>	

<b>ANNEXURE –XVII</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF OTHER NON-CURRENT ASSETS, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>	
Deferred Revenue Expenditure	-	39.59	-	
<b>Total</b>	<b>-</b>	<b>39.59</b>	<b>-</b>	

<b>ANNEXURE –XVIII</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF TRADE RECEIVABLES</b>				
<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>	
<b>Unsecured, Considered good outstanding for a period less than six months</b>				
From Directors/Promoters/ Promoter Group/ Associates/ Relatives of Directors / Group Companies.	-	-	-	
Others	108.21	1.20	7.94	
<b>Unsecured, Considered good outstanding for a period more than six months</b>				
From Directors/Promoters/ Promoter Group/ Associates/ Relatives of Directors / Group Companies.	-	-	-	
Others	15.47	15.01	13.83	
<b>Total</b>	<b>123.68</b>	<b>16.21</b>	<b>21.77</b>	

**Notes:-**

- Trade Receivables as on March 31, 2021, 2020 & 2019 has been taken as certified by the management of the company. Balances of Trade Receivables are subjected to balance confirmations
- As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made

<b>ANNEXURE –XIX</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF CASH &amp; CASH EQUIVALENTS</b>				
<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>	
<b>Cash in Hand (As Certified by Management)</b>	0.73	18.16	3.80	
<b>Balances with Banks</b>				
-In Current Accounts				
HDFC Bank - Central Plaza Branch, Kolkata	2.15	0.58	11.41	
HDFC Bank - Fort Mumbai Branch, Mumbai	25.44	0.08	0.06	
HDFC Bank - Retail Branch, Mumbai	0.31	0.25	0.29	
HDFC Preferential Stephen House	0.40	-	-	
Yes Bank - Stephen House Branch, Kolkata	-	0.24	0.28	
<b>Total</b>	<b>29.02</b>	<b>19.31</b>	<b>15.85</b>	

<b>ANNEXURE –XX</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF SHORT TERM LOANS AND ADVANCES, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>	
<b>Loans &amp; Advances</b>				
<b>Other Advances</b>				
-to Related Parties	13.82	0.15	107.34	
-to Others	4.83	8.83	9.52	
<b>Total</b>	<b>18.65</b>	<b>8.98</b>	<b>116.85</b>	

(Balances are subjected to balance confirmations)

<b>ANNEXURE –XXI</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF OTHER CURRENT ASSETS, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>	
Balances with Government Authorities	30.74	29.95	39.57	
Advance to Supplier	0.29	-	0.37	
<b>Total</b>	<b>31.03</b>	<b>29.95</b>	<b>39.94</b>	

<b>ANNEXURE –XXII</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>	
<b>Turnover from Sale of Services</b>				
Sale of Services	240.78	114.61	314.58	
<b>Other Operating Income</b>				
Marketing Fees (Income)	57.48	-	-	
<b>Turnover in respect of Products not Normally dealt (*)</b>				
	-	-	-	
<b>Total</b>	<b>298.26</b>	<b>114.61</b>	<b>314.58</b>	

**Note:-**

1. Sale of services are accounted excluding service tax/ GST.

<b>ANNEXURE XXIII</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF OTHER INCOME, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>	
<b>Related and Non-Recurring Income:</b>				
Interest on Security Deposits	-	-	0.04	
Interest on Income Tax Refund	0.69	0.84	0.32	
Interest on Loan Given	0.12			
Rent Received	1.50	-	0.58	
Dividend	-	0.65	-	
Profit on sale of shares	14.94	1.88	-	
Damages & Claims Received	-	27.34	-	
Forfeiture Amount	9.10	-	-	
Profit on Redemption of Mutual Fund	0.02	-	-	
<b>Total</b>	<b>26.37</b>	<b>30.70</b>	<b>0.95</b>	
PBT	74.73	(113.83)	30.50	
Other Income as % of PBT	35.29	(26.97)	3.11	

<b>ANNEXURE XXIV</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF EMPLOYEE BENEFIT EXPENSES , AS RESTATED</b>				
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>	
Directors Remuneration	24.00	24.00	13.50	
Salary and Bonus - To Other employee	31.73	39.47	47.94	
Salary and Bonus - To apprentice	2.60	7.57	9.55	
Salary and Bonus - To Contractual employee	-	3.65	2.18	
Staff Welfare Expenses	0.04	1.21	0.54	
<b>Total</b>	<b>58.37</b>	<b>75.90</b>	<b>73.71</b>	

<b>ANNEXURE XXV</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF FINANCE COSTS, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>	
Interest on Term Loans	29.11	29.72	22.70	
Interest on Unsecured Loan	-	0.03	-	
Loan Processing fee	-	-	0.89	
<b>Total</b>	<b>29.11</b>	<b>29.74</b>	<b>23.59</b>	

<b>ANNEXURE XXVI</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF DEPRECIATION AND AMORTISATION EXPENSES, AS RESTATED</b>				
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>	
Depreciation	15.38	15.90	15.89	
Amortization	-	-	-	
<b>Total</b>	<b>15.38</b>	<b>15.90</b>	<b>15.89</b>	

<b>ANNEXURE XXVII</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF OTHER EXPENSES , AS RESTATED</b>				
<b>PARTICULARS</b>	<b>For the year ending on 31.03.2021</b>	<b>For the year ending on 31.03.2020</b>	<b>For the year ending on 31.03.2019</b>	
Bank Charges & Demat Charges	0.01	0.07	0.09	
Sponsor Bank Charges	0.80	3.00	-	
Business Promotion Expenses	6.73	8.60	13.10	
Office Expenses	4.43	9.29	7.81	
Bad Debts	0.59	0.42	2.51	
Conveyance Expenses	0.68	1.37	2.80	
Charity & Donation	0.02	0.06	0.08	
Telephone, Internet and Web-Hosting Charges	3.93	3.27	5.46	
Commission and Brokerage	0.91	4.04	15.10	
Rates and Taxes	0.10	11.15	1.37	
Rent, Electricity & Maintenance Charges	34.38	31.37	61.46	
Repairs and Maintenance to Others	0.70	0.52	2.22	
Market Making Fees	18.75	-	-	
Computer Expenses	1.85	2.70	1.70	
Travelling Expenses	7.72	15.04	6.41	
Legal and Professional Fee	16.04	22.35	36.56	
Insurance Charges	0.27	0.18	0.13	
Interest on Professional Tax	0.03	0.00	0.00	
Interest on TDS	0.22	0.28	0.42	
Printing and Stationery	2.31	4.92	4.85	



Filing Fees	0.35	0.09	0.08
Deferred Revenue Expenditure Written off	39.59	11.41	4.00
Miscellaneous Expenses	6.21	7.07	5.20
Payment to Auditors			
As Audit Fees	0.25	0.25	0.35
As Tax Audit Fees	0.15	0.15	0.15
<b>Total</b>	<b>147.04</b>	<b>137.59</b>	<b>171.84</b>

<b>ANNEXURE – XXVIII</b>
<b>STATEMENT OF RELATED PARTIES TRANSACTIONS, AS RESTATED</b>

**Related Party Disclosures as required by Accounting Standard (AS-18) issued by the Institute of Chartered Accountants of India (ICAI), as under :**

**A. Particulars of the Related Parties :**

I. Holding Entity : Bonanza Agency LLP (Formerly Known as Bonanza Agency Private Limited)

II. Subsidiary Entity : Nil

III. Associate Entity:

Ambuja Technologies Pvt. Ltd. (Disassociated w.e.f. 30.04.2020)  
Sankhu Merchandise Pvt. Ltd.  
Gretex Share Broking Pvt. Ltd (Associate since 03.10.2019)

IV. Key Management Personnel

Alok Harlalka - Managing Director (Din - 02486575)  
Arvind Harlalka - Director (Din - 00494136)  
Sumeet Harlalka - Director (Din - 00474175)  
Goutam Seal - CFO

V. Relatives of Key Management Personnel

Anita Harlalka - Wife of Arvind Harlalka (Director)  
Pooja Harlalka - Wife of Alok Harlalka (Director)  
Sashi Harlalka - Wife of Sumeet Harlalka (Director)  
Rajkumari Harlalka - Mother of Directors (Alok Harlalka, Arvind Harlalka & Sumeet Harlalka)

VI. Enterprises owned or significantly influenced by Key Management Personnel or their relatives

Afterlink Infraprojects Private Limited  
Apsara Selections Limited  
Ambition Tie-Up Private Limited  
ASP Infinity Solutions LLP (Formerly known as ASP Infinity Solutions Private Limited)  
Ambuja Technologies Private Limited  
Bonanza Agency LLP (Formerly known as Bonanza Agency Private Limited)  
Dynamic Trading Co. [Prop. Alok Harlalka (HUF)]  
Gretex Industries Limited  
Gretex Share Broking Pvt Ltd  
Talent Investment Co. Private Limited  
Sankhu Merchandise Private Limited

(Rs. In Lakh)

<b>Year Wise RPT transactions bifurcated amongst name of related parties</b>			
<b>PARTICULARS</b>	<b>For the yearending on31.03.2021</b>	<b>For the yearending on31.03.2020</b>	<b>For the year ending on 31.03.2019</b>
<b>Alok Harlalka</b>			
<b>Opening Balance</b>	(0.15)	0.05	0.49
Remuneration	18.00	18.00	12.00
Reimbursement of Expenses	3.29	5.27	4.74
Loan Taken	29.12	58.56	10.16

Amount repaid	32.26	64.03	27.34
<b>Closing Balance of Expenses</b>	0.00	(0.15)	0.05
<b>Arvind Harlalka</b>			
<b>Opening Balance</b>	0.38	(2.29)	2.32
Remuneration	6.00	6.00	1.50
Reimbursement of Expenses	4.24	19.08	13.39
Loan Taken	10.04	4.38	45.19
Amount repaid	20.66	26.79	64.69
<b>Closing Balance of Expenses</b>	0.00	0.38	(2.29)
<b>Sumeet Harlalka</b>			
<b>Opening Balance</b>	-	1.60	-
Car Rent Paid	-	-	3.00
Loan Taken	1.50	7.76	-
Loan Given	1.50	9.36	1.40
<b>Closing Balance of Expenses</b>	-	-	1.60
<b>Goutam Seal</b>			
Opening Balance	0.45	0.40	0.40
Gross Remuneration	5.42	5.45	4.97
Balance Payable	0.30	0.45	0.40
<b>Anita Harlalka</b>			
<b>Opening Balance</b>	-	-	0.29
Filing Fees	-	0.01	-
Loan Taken	2.75	0.07	0.06
Loan Given	2.75	0.08	0.35
<b>Closing Balance</b>	-	-	-
<b>Pooja Harlalka</b>			
<b>Opening Balance</b>	-	-	-
Filing Fees	-	-	-
Loan Taken	3.10	-	0.13
Loan Given	3.10	-	0.13
<b>Closing Balance</b>	-	-	-
<b>Sashi Harlalka</b>			
<b>Opening Balance</b>	-	-	-
Loan Taken	0.05	-	-
Loan Given	0.05	-	-
<b>Closing Balance</b>	-	-	-
<b>Rajkumari Harlalka</b>			
<b>Opening Balance</b>	-	-	-
Loan Taken	2.33	-	-
Loan Given	2.33	-	-
<b>Closing Balance</b>	-	-	-
<b>Yash Benefit Trust</b>			
<b>Opening Balance</b>	-	-	0.03
Reimbursement of Expenses	-	-	0.03
Loan Given	-	-	-
<b>Closing Balance</b>	-	-	-
<b>Ambuja Technologies Private Limited</b>			
<b>Opening Balance</b>	(0.00)	0.52	-
Website expenses (incl. GST) during the year	3.72	2.83	2.83
Loan Taken	5.11	-	0.71

Loan Given	5.11	2.78	2.97
Payment of Expenses	0.20	0.52	-
Tax Deducted on Expense	0.05	0.05	0.05
<b>Closing Balance of Expenses</b>	<b>3.47</b>	<b>(0.00)</b>	<b>0.52</b>
<b>Apsara Selections Limited</b>			
<b>Opening Balance</b>	-	(24.00)	-
Investment purchased	24.60		
Investment sold	24.60		
Loan Taken	178.01	24.25	-
Loan Given	178.01	0.25	24.00
<b>Closing Balance of Loan</b>	<b>-</b>	<b>-</b>	<b>(24.00)</b>
<b>Dynamic Trading Co</b>			
<b>Opening Balance</b>	-	(0.37)	(0.37)
Car Rent Paid	-	2.12	-
Website Expenses	0.24	-	-
Amount Paid during the year	0.53	2.22	
Loan Taken	-	0.47	-
Loan Given	-	-	-
<b>Closing Balance of Expenses</b>	<b>(0.29)</b>	<b>-</b>	<b>(0.37)</b>
<b>Sankhu Merchandise Private Limited</b>			
<b>Opening Balance</b>	0.50	-	-
Loan Taken	-	67.09	-
Loan Repaid	0.50	66.59	-
<b>Closing Balance of Loan</b>	<b>-</b>	<b>0.50</b>	<b>-</b>
<b>ASP Infinity Solutions LLP</b>			
<b>Opening Balance</b>	-	-	-
Loan Taken	0.05	-	-
Loan Repaid	0.05	-	-
<b>Closing Balance</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Gretex Share Broking Private Limited</b>			
<b>Opening Balance</b>	-	34.61	(0.39)
Investment sold	115.44	-	-
Investment purchased	115.52	-	-
Loan Taken	141.56	5.10	35.00
Loan Repaid	141.63	39.71	-
<b>Closing Balance of Loan</b>	<b>0.00</b>	<b>-</b>	<b>34.61</b>
<b>Gretex Industries Limited</b>			
<b>Opening Balance</b>	-	(0.05)	5.25
Car Rent Paid	-	-	7.08
Loan Taken	64.86	33.05	19.98
Loan Repaid	64.86	33.00	25.11
Payment of Expenses			7.08
Reimbursement of Expenses			0.05
Tax Deducted on Expenses			0.12
<b>Closing Balance of Expenses</b>	<b>-</b>	<b>-</b>	<b>(0.05)</b>
<b>Afterlink Infraprojects Private Limited</b>			
<b>Opening Balance</b>	-	(1.00)	(1.00)
Loan Taken	-	1.00	-
Loan Given	-	-	-
<b>Closing Balance of Loan</b>	<b>-</b>	<b>-</b>	<b>(1.00)</b>
<b>Ambition Tie-Up Private Limited</b>			
<b>Opening Balance</b>	-	-	-

Investment sold	75.70	-	-
Investment purchased	75.70	-	-
<b>Closing Balance</b>	-	-	-
<b>Bonanza Agency LLP (Formerly known as Bonanza Agency Private Limited)</b>			
<b>Opening Balance</b>	0.00	(80.00)	-
Share Application Money Received	200.90	-	-
Share Allotted	200.89	-	-
Amount Refunded	0.01	0.01	-
Loan Given	115.50	-	57.25
Loan Repaid	1.50	-	137.25
Investment purchased	100.30	80.01	-
Interest on Loan Receivable	0.12	-	-
<b>Closing Balance of Advance</b>	13.82	0.00	(80.00)

<b>ANNEXURE XXIX</b>				<b>(Rs. In Lakh)</b>
<b>STATEMENT OF TAX SHELTER, AS RESTATED</b>				
<b>Particulars</b>	<b>As at March 31, 2021</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>	
Net Profit/(Loss) before taxes (A)	74.73	(113.83)	30.50	
Tax Rate Applicable %	0.2517	0.2517	0.2600	
Minimum Alternate Taxes (MAT)		0.1560	0.1924	
<b>Adjustments</b>				
Add: Depreciation as per Companies act	15.38	15.90	15.89	
Add: Disallowance under Income Tax Act, 1961	0.52	2.28	0.48	
Less: Taxable under other heads of income	15.63	30.70	0.36	
Less: Depreciation as per Income Tax Act, 1961	25.29	27.61	30.37	
<b>Net Adjustments(B)</b>	<b>(25.02)</b>	<b>(40.13)</b>	<b>(14.37)</b>	
<b>Business Income (A+B)</b>	<b>49.72</b>	<b>(153.96)</b>	<b>16.14</b>	
Income from Capital Gains				
Sale Consideration	15.14	39.68	-	
Less: Cost of Acquisition	0.36	37.80	-	
Long/ Short Term Capital Gain	14.78	1.88	-	
Less: Brought Forward Capital Gain	14.78			
Income from Other Sources (Interest Income)				
Interest on Income Tax Refund	0.69	0.84	0.32	
Interest on security Deposit	-	-	0.04	
Damages and claims received	-	27.34	-	
Gross Total/ Taxable Income	50.40	(123.90)	16.50	
Less: Brought Forward Business Loss	50.40	-	16.50	
Net Total/ Taxable Income	0.00	(123.90)	-	
Unabsorbed Depreciation	-	-	22.30	
Tax Payable as per Normal Rate	0.00	-	-	
Tax Payable as per Special Rate:				
Interest payable on above	-	-	-	
Tax as per Income Tax (C)	0.00	-	-	
Tax Payable as per Minimum Alternate Tax U/S115 JB of the Income Tax Act, 1961 (D) (Not applicable as Sec 115BAA opted in AY 2020-21)	-	-	1.58	
<b>Net Tax (Higher of C &amp; D)</b>	<b>0.00</b>	<b>-</b>	<b>1.58</b>	
<b>Current tax as per restated Statement of Profit &amp; Loss</b>	<b>0.00</b>	<b>-</b>	<b>1.58</b>	

<b>ANNEXURE –XXX</b>			
<b>STATEMENT OF CONTINGENT LIABILITIES, AS RESTATED</b>			
<b>PARTICULARS</b>	<b>As at March31, 2021</b>	<b>As at March31, 2020</b>	<b>As at March31, 2019</b>
<b>Contingent liabilities in respect of:</b>			
Claims against the company not acknowledged as Debts	Unascertainable	NIL	NIL
‘- Income Tax Demand*			
Guarantees given on Behalf of the Company	NIL	NIL	NIL
Guarantees given on Behalf of the Subsidiary Company	NIL	NIL	NIL
Other moneys for which the Company is contingently liable	NIL	NIL	NIL
Commitments (to the extent not provided for)	NIL	NIL	NIL
Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL	NIL
Uncalled liability on shares and other investments partly paid	NIL	NIL	NIL
Other commitments	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

\*There are e-proceedings under section 143(3) open against the company for Assessment Year 2018-19, however, the value of demand cannot be crystalized at the moment.

**OTHER FINANCIAL INFORMATION**

Particulars	(Rs. In Lakh)		
	As at March31, 2021	As at March31, 2020	As at March31, 2019
Net Worth (A)	627.87	374.14	534.49
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	119.23	(68.18)	69.98
Restated Profit after tax	61.54	(160.35)	25.13
Add: Prior Period Item	-	-	-
Adjusted Profit after Tax(B)	61.54	(160.35)	25.13
Number of Equity Share outstanding as on the End of Year/Period (C)	9.00	6.55	6.55
Weighted average no of Equity shares as on the end of the period year(D)	8.27	6.55	6.55
Face Value per Share	10.00	10.00	10.00
Restated Basic & Diluted Earnings Per Share (Rs.) (B/D)	7.44	(24.49)	3.84
Return on Net worth (%) (B/A)	9.80%	-42.86%	4.70%
Net asset value per share (A/C)	69.78	57.14	81.63

**Notes:-**

1. The ratios have been Computed as per the following formulas

(i) Basic Earnings per Share

Restated Profit after Tax available to equity shareholders

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Weighted average number of equity shares outstanding at the  
end of the year / period

(ii) Net Asset Value (NAV) per Equity Share

Restated Net Worth of Equity Share Holders

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Number of equity shares outstanding at the  
end of the year / period

(iii) Return on Net worth (%)

Restated Profit after Tax available to equity shareholders

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Restated Net Worth of Equity Share Holders

2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses. Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.



3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.
4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.
5. Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.

**STATEMENT OF CAPITALISATION**

(Rs. In Lakh)		
PARTICULARS	Pre-Issue 31.03.2021	Post-Issue 31.03.2021*
<b>Debt</b>		
- Short Term Debt	-	-
- Long Term Debt	250.30	250.30
<b>Total Debt</b>	<b>250.30</b>	<b>250.30</b>
<b>Shareholders' Fund (Equity)</b>		
- Share Capital	89.97	113.73
- Reserves & Surplus	537.90	918.06
- Less: Miscellaneous Expenses not W/off	-	-
<b>Total Shareholders' Fund (Equity)</b>	<b>627.87</b>	<b>1,031.79</b>
<b>Long Term Debt / Equity (In Ratio)</b>	0.40	0.24
<b>Total Debt / Equity (In Ratio)</b>	0.40	0.24

\* Apart from Share Capital and Share Premium under Reserves and Surplus, other figures are considered from the Restated Consolidated Financials as on March 31, 2021 (These figures are meant for representation purpose and are not factual figures)

**Notes:-**

1. Short Term Debts represent which are expected to be paid/payable within 12 months and exclude instalments of Term Loans repayable within 12 months.
2. Long Term Debts represent debts other than Short Term Debts as defined above but include instalments of Term Loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated consolidated statement of Assets and Liabilities of the Company as at 31/03/2021

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our Financial Statements as Restated which is included in this Draft Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Consolidated Financial Statements as Restated, as restated for the years ended March 31, 2021, 2020 and 2019 including the related notes and reports, included in this Draft Prospectus is prepared in accordance with requirements of the Companies Act, 2013 and restated in accordance with the SEBI (ICDR) Regulations, 2018, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Consolidated Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Consolidated Financial Statements as Restated will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.*

*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 chapters titled "Risk Factors" and "Forward Looking Statements" beginning on pages 22 and 17, respectively of this Draft Prospectus.*

*Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.*

### BUSINESS OVERVIEW

We are a Company in India, offering diversified financial and consultancy services in the areas of Capital Markets, Corporate Finance, Corporate Restructuring, Debt Syndication, Compliance Advisory. We started our operations in the year 2008, in the initial years the company was engaged in the business of providing project finance services to companies through banks and financial institutions. In the year 2011 the company started providing services of capital market such as Direct listing of companies on nationwide stock exchanges. This new venture gave management an interest to explore more opportunities in capital market. So, in the year 2013 we applied for the license of merchant banking with Securities and Exchange Board of India (SEBI). SEBI has provided the company with Initial Certificate of Registration which was valid for a period of 5 years. In the year 2019 our initial certificate of registration was renewed and a permanent registration was provided by SEBI. Since past six years we have been carrying out the business of management of fund-raising activities, investment advisory, underwriting of issues, manager, consultant or adviser to any issue including corporate advisory services and as consultant or adviser to the issuer. We are registered as SEBI Category-I Merchant Banker having Registration Code INM000012177. Since inception, we have aimed to become a one-stop shop for providing financial advisory services. From its budding time, our goal is to share out of box and innovative ideas and execute them efficiently. Traditionally the only way of finance was through debt or personal finance but debt funding often restricts the real growth of a company and it is seen that a company can achieve great heights when it goes public. The company attains the growth when it unlocks the real value of company through valuing the shares of the company. Over the time we have developed an expertise in the area of identifying Small and Medium Enterprises, determine its funding requirement and cater company's funds needs by taking the company public by the mean of an IPO on the SME Exchange in India. We primarily cater the needs of Small and Medium Enterprises, but our services are not limited to SMEs, over the period of years our company has been able to successfully create its name in Primary markets for successfully executing 21 SME IPOs and 1 BSE Startups Segment under SME Platform of BSE Limited. We offer a banquet of services as following:

<b>Capital Markets</b>	IPOs, De-Listing, Open offer, Exit Offer, Right Issue, Preferential Allotment etc
<b>Corporate Finance</b>	Valuation, Private Equity, Venture Capital, Bank Finance and Issue of Debt Securities
<b>Corporate Restructuring</b>	Mergers & Acquisitions, Takeover, Demergers
<b>Compliance Advisory</b>	Statutory Compliances and secretarial support services

We are always committed to fulfil the requirements of our clientele according to their needs. In order to meet these requirements, we have adapted to best measure in the industry. We believe that we carry out extensive research, training and upgradation of technology to maintain the standard and quality of our services We are providing services that ensures customer satisfaction. We believe that we have long-term and table relationships developed over the years with our key customers through the quality of services we provide.

Currently in our Company, we have a team of competent individuals and qualified professionals having relevant industry experience. We aim to set up an extensive employee platform to accomplish our vision: *“to become a leader in Investment Banking, corporate advisory services and capital market services while upholding our core values of transparency, accountability, integrity, confidentiality, to consistently surpass the expectations of our valued clients, employees and stakeholders through our commitment towards excellence”*. To achieve this vision, the optimum combination of knowledge and experience of our management team and dedication of our employees, shall enable us to continue to take advantage of both current and future market opportunities, thus expanding our business horizons.

Our Company as on the date of Draft Prospectus has two associate companies – namely- Gretex Share Broking Private Limited and Sankhu Merchandise Private Limited.

Our Company’s objective is to meet the need of professional advice and consultancy primarily to SMEs and Startups looking to access growth capital and expand their business horizons. The Investment Banking arm helps small and mid-size enterprises raise equity and structured debt (domestic as well as foreign) funding. Our team at Gretex Corporate Services aims to provide solutions to our clients with a vision to maximize their growth by placing the highest importance on quality, professionalism, integrity and confidentiality with management team of the highest caliber.

### **COMPETITION:**

In particular, we compete with other financial advisory and Investment companies, both in India and abroad; and other Merchant Banks and public and private sector funds operating in the markets in which we are present. In recent years, large international banks have also entered these markets. Our client mix consists of both small and medium size businesses, which are based upon a local or regional relationship with our presence in each market, and large national/multinational client relationships. We compete with a large number of registered merchant bankers like Navigant Corporate Advisors Limited, Galactico Corporate Services Ltd etc.

We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation and price. In addition, it is possible that certain large financial services groups may decide to begin offering services that we currently provide and new players might enter the market, thereby further intensifying the competition. Our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

### **Significant developments subsequent to the last financial year**

In the opinion of the Board of Directors of our Company, since the date of the last Consolidated financial statements disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

- The Board of our Company has approved to raise funds through initial public offering in the Board meeting held on April 01, 2021.
- The Authorised Share Capital of the company was increased from 9,10,000 Equity Shares of Rs.10/- each to 10,00,000 Equity Shares of Rs.10/- each vide resolution passed in EGM dated April 12, 2021.
- The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the extra ordinary general meeting held on April 12, 2021.
- The Authorised Share Capital of the company was increased from 10,00,000 Equity Shares of Rs.10/- each to 12,00,000 Equity Shares of Rs.10/- each vide resolution passed in EGM dated May 07, 2021.
- Our Company, Gretex Corporate Services Private Limited was converted into Public Limited Company consequent to change of name to Gretex Corporate Services Limited and a Fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated May 12, 2021 issued by Registrar of Companies, Mumbai, being Corporate Identification Number U74999MH2008PLC288128.

### **Factors affecting our results of operations**

Our company’s future results of operations could be affected potentially by the following factors:

- Rich Management Experience
- Strong professional and execution team allows the Company to develop a strong business
- Diversified Portfolio of Services offered:
- Long-term relationships
- Progressive Employer
- Quality Service

### Discussion on Results of Operation

The following discussion on results of operations should be read in conjunction with the Restated Consolidated Financial Statements of our Company for the financial years ended March 31, 2021, 2020 and 2019.

### Overview of revenue and expenditure

#### Revenue and Expenditure

*Total Revenue:* Our total revenue comprises of revenue from operations and other income.

*Revenue from operations:* Our revenue from operations comprises of sale of services and marketing fees.

*Other Income:* Our Other income mostly consists of interest on income tax refund, Rent received, Dividend, Profit on sale of shares, Damages & Claims Received, Profit on Redemption of Mutual Fund etc.

*Expenses:* Our expenses comprise of Employee Benefit Expenses, Finance cost, Depreciation and amortisation expenses and other expenses.

Our employee benefit expense consists of Director's remuneration, Salary & bonus to staff and Staff welfare expenses.

Our finance costs comprise of Interest on loan from financial institution and processing fee.

*Depreciation and amortisation expenses:* Tangible assets are depreciated over periods corresponding to their estimated useful lives as per Schedule II to the Companies Act, 2013. Depreciation includes depreciation charged on tangible assets.

*Other expenses:* Other expenses mostly include Business Promotion Expenses, Office Expenses, Conveyance Expenses, Telephone, Internet and Web Hosting Charges, Rates and Taxes, Rent, Electricity & Maintenance Charges, Legal and Professional Fee, Printing & Stationery expense etc.

### Results of our Consolidated Operations

The following table sets forth select financial data from our consolidated financial statements as restated of profit and loss for the financial years ended March 31, 2021, 2020 and 2019 the components of which are also expressed as a percentage of total revenue for such periods:

(₹ in lakh)

Particulars	For the year ended March 31,					
	2021	% of total income	2020	% of total income	2019	% of total income
Revenue from Operations	298.26	91.88%	114.61	78.87%	314.58	99.70%
Other income	26.37	8.12%	30.70	21.13%	0.95	0.30%
<b>Total Revenue (A)</b>	<b>324.63</b>	<b>100.00%</b>	<b>145.31</b>	<b>100.00%</b>	<b>315.53</b>	<b>100.00%</b>
<b>Expenses:</b>						
Employee benefits expense	58.37	17.98%	75.90	52.23%	73.71	23.36%
Other expenses	147.04	45.29%	137.60	94.69%	171.84	54.46%
<b>Total Expenses (B)</b>	<b>205.41</b>	<b>63.28%</b>	<b>213.50</b>	<b>146.93%</b>	<b>245.55</b>	<b>77.82%</b>
<b>Earnings Before Interest, Taxes, Depreciation &amp; Amortization (C=A-B)</b>	<b>119.22</b>	<b>36.72%</b>	<b>(68.19)</b>	<b>-46.93%</b>	<b>69.98</b>	<b>22.18%</b>
Finance costs (D)	29.11	8.97%	29.74	20.47%	23.59	7.48%
Depreciation and amortization expenses (E)	15.38	4.74%	15.90	10.94%	15.89	5.04%
<b>Profit before exceptional items, extraordinary items and tax (F=C-D-E)</b>	<b>74.73</b>	<b>23.02%</b>	<b>(113.83)</b>	<b>-78.34%</b>	<b>30.50</b>	<b>9.67%</b>

Particulars	For the year ended March 31,					
	2021	% of total income	2020	% of total income	2019	% of total income
<b>Tax Expenses</b>						
- Current Tax	-	0.00%	-	0.00%	1.58	0.50%
- Deferred Tax	3.32	1.02%	1.38	0.95%	3.95	1.25%
<b>Tax Expense For The Year (G)</b>	<b>3.32</b>	<b>1.02%</b>	<b>1.38</b>	<b>0.95%</b>	<b>5.53</b>	<b>1.75%</b>
<b>Restated profit after tax from Continuing Operations (H=F-G)</b>	<b>71.41</b>	<b>22.00%</b>	<b>(115.21)</b>	<b>-79.29%</b>	<b>24.97</b>	<b>7.91%</b>
<b>Share of Profit/(Loss) of Associates</b>						
Ambuja Technologies Private Limited	-	-	9.29	6.39%	0.13	0.04%
Sankhu Merchandise Private Limited	0.04	0.01%	0.11	0.08%	0.03	0.01%
Gretex Share Broking Private Limited	(9.91)	-3.05%	(54.53)	-37.53%	-	-
<b>Restated profit for the period</b>	<b>61.54</b>	<b>18.96%</b>	<b>(160.35)</b>	<b>-110.35%</b>	<b>25.13</b>	<b>7.96%</b>

## COMPARISON OF FY 2020-21 WITH FY2019-20

### *Income*

*Total Revenue:* Our total revenue increased by ₹ 179.32 lakhs or 123.41% to ₹ 324.63 Lakh for the financial year 2020-21 from ₹145.31 Lakh for the financial year 2019-20 due to the factors described below:

### *Revenue from operations*

Our revenue from operations is ₹ 298.26 Lakhs for the financial year 2020-21 as compared to ₹ 114.61 Lakhs for the financial year 2019-20 representing a growth of 160.24% on account of increase in sale of services.

### *Other Income*

Our other income is ₹ 26.37 Lakhs for the financial year 2020-21 as compared to ₹ 30.70 Lakhs for the financial year 2019-20 representing a decrease of 14.11% on account of decrease in dividend and damages & claims received.

### *Expenses*

Our total expenses excluding finance cost, depreciation and tax expenses is ₹ 205.41 Lakhs for the financial year 2020-21 as compared to ₹ 213.50 Lakhs for the financial year 2019-20 representing a decrease of 3.79% due to the factors described below: -

### *Employee benefits expenses*

Our employee benefit expenses is ₹ 58.37 Lakhs for the financial year 2020-21 as compared to ₹ 75.90 Lakhs for the financial year 2019-20 representing a decrease of 23.10% due to decrease in salaries & staff welfare expenses.

### *Finance costs*

Our finance cost is ₹ 29.11 Lakhs for the financial year 2020-21 as compared to ₹ 29.74 Lakhs for the financial year 2019-20 representing a decrease of 2.13%.

### *Depreciation and amortization expense*

The depreciation decreased by 3.29% to ₹ 15.38 Lakhs for the financial year 2020-21 from ₹ 15.90 Lakhs for the financial year 2019-20.

### *Other expenses*

Our other expenses increased by 6.86% to ₹ 147.04 Lakhs for the financial year 2020-21 from ₹ 137.60 Lakhs for the financial year 2019-20 which is 45.29% and 94.69% of the total revenue of respective years. The increase was mainly due to increase in bad debts, Telephone, Internet and Web-Hosting Charges, Rent, Electricity & Maintenance Charges, Repairs and Maintenance to Others, Market Making Fees and filing fees.

### ***Profit before tax***

Our profit before tax increased by 165.65% to ₹ 74.73 Lakhs for the financial year 2020-21 from ₹ (113.83) Lakhs for the financial year 2019-20. The increase was mainly due to the factors described above.

### ***Tax expenses***

Our tax expenses for the financial year 2020-21 amounted to ₹ 3.32 Lakhs as against tax expenses of ₹ 1.38 Lakhs for the financial year 2019-20. The net increase of ₹ 1.94 Lakhs is on account of increase in Deferred Tax Liability.

### ***Profit after tax***

Our profit after tax increased by 161.98% to ₹ 71.41 Lakhs for the financial year 2020-21 from ₹ (115.21) Lakhs for the financial year 2019-20, reflecting a net increase of ₹ 186.62 Lakhs due to aforementioned reasons.

## **COMPARISON OF FY 2019-20 WITH FY2018-19**

### ***Income***

**Total Revenue:** Our total revenue decreased by 53.95% to ₹ 145.31 Lakhs for the financial year 2019-20 from ₹ 315.53 Lakhs for the financial year 2018-19 due to the factors described below:

### ***Revenue from operations***

Our revenue from operations decreased by 63.57% to ₹ 114.61 Lakhs for the financial year 2019-20 from ₹ 314.58 Lakhs for the financial year 2018-19. The decrease was entirely due to decrease in sale of services.

### ***Other Income***

Our other income is ₹ 30.70 Lakhs for the year ended 31-03-2020 as compared to ₹ 0.95 Lakhs for the year ended 31-03-2019 representing an increase of 3141.32% on account of increase in capital gain, dividend and damages & claims received.

### ***Expenses***

Our total expenses excluding finance cost, depreciation and tax expenses decreased by 13.05% to ₹ 213.50 Lakhs for the financial year 2019-20 from ₹ 245.55 Lakhs for the financial year 2018-19 due to the factors described below: -

### ***Employee benefits expenses***

Our employee benefit expenses increased by 2.97% to ₹ 75.90 Lakhs for the financial year 2019-20 from ₹ 73.71 Lakhs for the financial year 2018-19. The increase was due to increase in Directors Remuneration.

### ***Finance costs***

The finance cost increased by 26.08% to ₹ 29.74 Lakhs for the financial year 2019-20 from ₹ 23.59 Lakhs for the financial year 2018-19. The increase was mainly due to increase in loan from financial institution.

### ***Depreciation and amortization expense***

The depreciation increased by 0.09% to ₹ 15.90 Lakhs for the financial year 2019-20 from ₹ 15.89 Lakhs for the financial year 2018-19.

### ***Other expenses***

Our other expenses decreased by 19.93% to ₹ 137.60 Lakhs for the financial year 2019-20 from ₹ 171.84 Lakhs for the financial year 2018-19 which is 94.69% and 54.46% of the total revenue of respective years. The decrease was mainly due to decrease in Bank Charges & Demat Charges, Business Promotion Expenses, Bad debts, Conveyance Expenses, Telephone, Internet and Web-Hosting Charges, Commission and Brokerage, Rent, Electricity & Maintenance Charges,



Repairs and Maintenance to Others, Legal and Professional Fee, Deferred Revenue Expenditure Written off and Audit Fees.

### **Profit before tax**

Our profit before tax decreased by 473.21% to ₹ (113.83) Lakhs for the financial year 2019-20 from ₹ 30.50 Lakhs for the financial year 2018-19. The decrease was mainly due to the factors described above.

### **Tax expenses**

Our tax expenses for the financial year 2019-20 amounted to ₹ 1.38 Lakhs as against tax expenses of ₹ 5.53 Lakhs for the financial year 2018-19. The net decrease of ₹ 4.15 Lakhs is mainly on account of decrease in Current Tax Liability.

### **Profit after tax**

Our profit after tax decreased by 561.39% to ₹ (115.21) Lakhs for the financial year 2019-20 from ₹ 24.97 Lakhs for the financial year 2018-19, reflecting a net decrease of ₹ 140.18 Lakhs due to aforementioned reasons.

### **Other Key Ratios**

The table below summaries key ratios in our Restated Consolidated Financial Statements for the financial years ended March 31, 2021, 2020 and 2019:

Particulars	For the year ended March 31,		
	2021	2020	2019
Fixed Asset Turnover Ratio	0.94	0.35	0.92
Current Ratio	1.92	0.39	1.64
Debt Equity Ratio	0.40	0.97	0.50

**Fixed Asset Turnover Ratio:** This is defined as revenue from operations divided by total fixed assets based on Consolidated Financial Statements as Restated.

**Current Ratio:** This is defined as current assets divided by current liabilities, based on Consolidated Financial Statements as Restated.

**Debt Equity Ratio:** This is defined as total debt divided by total shareholder funds. Total debt is the sum of long term borrowings, short-term borrowings and current maturities of long-term debt, based on Consolidated Financial Statements as Restated.

### **Cash Flows**

The table below summaries our cash flows from our Restated Consolidated Financial Statements for the financial years 2021, 2020 and 2019:

(₹ in Lakh)

Particulars	For the year ended March 31,		
	2021	2020	2019
Net cash (used in)/ generated from operating Activities	78.70	(49.37)	17.59
Net cash (used in)/ generated from investing Activities	(102.99)	(31.59)	(43.17)
Net cash (used in)/ generated from financing Activities	34.00	84.41	36.45
Net increase/ (decrease) in cash and cash Equivalents	9.70	3.46	10.87
Cash and Cash Equivalents at the beginning of the period	19.31	15.85	4.98
Cash and Cash Equivalents at the end of the Period	29.02	19.31	15.85

### **Operating Activities**

#### **Financial year 2020-21**

Our net cash generated from operating activities was ₹ 78.70 Lakhs for the period ended March 31, 2021. Our operating profit before working capital changes was ₹ 143.19 Lakhs for the financial year 2020-21 which was primarily

adjusted against increase in trade receivables of ₹ 107.47 Lakhs, increase in short term loans & advances of ₹ 9.97 Lakhs, increase in other current assets of ₹ 0.79 Lakhs and increase in other current liabilities of ₹ 53.74 Lakhs.

#### **Financial year 2019-20**

Our net cash used in operating activities was ₹ 49.37 Lakhs for the financial year 2019-20. Our operating loss before working capital changes was ₹ 110.49 Lakhs for the financial year 2019-20 which was primarily adjusted against decrease in trade receivables of ₹ 5.56 Lakhs, decrease in short term loans & advances of ₹ 108.25 Lakhs, decrease in other current assets of ₹ 9.92 Lakhs, decrease in other current liabilities of ₹ 61.57 Lakhs and tax payment of ₹ 0.74 Lakhs.

#### **Financial year 2018-19**

Our net cash generated from operating activities was ₹ 17.59 Lakhs for the financial year 2018-19. Our operating profit before working capital changes was ₹ 73.62 Lakhs for the financial year 2018-19 which was primarily adjusted against increase in trade receivables of ₹ 11.28 Lakhs, increase in short term loans & advances of ₹ 111.38 Lakhs, increase in other current assets of ₹ 10.32 Lakhs and increase in other current liabilities of ₹ 74.20 Lakhs and tax refund of ₹ 2.75 Lakhs.

#### **Investing Activities**

##### **Financial year 2020-21**

Our net cash used in investing activities was ₹ 102.99 Lakhs for the financial year 2020-21. These was on account of purchase of fixed assets of ₹ 4.60 Lakhs, purchase of investments of ₹ 100.24 Lakhs, decrease in Long-term Loan and Advances of ₹ 1.16 Lakhs and interest income of ₹ 0.69 Lakhs.

##### **Financial year 2019-20**

Our net cash used in investing activities was ₹ 31.59 Lakh for the financial year 2019-20. These was on account of purchase of fixed assets of ₹ 2.98 Lakhs, purchase of investments of ₹ 40.33 Lakhs and decrease in Long-term Loan and Advances of ₹ 11.72 Lakhs.

##### **Financial year 2018-19**

Our net cash used in investing activities was ₹ 43.17 Lakhs for the financial year 2019-20. These was on account of purchase of fixed assets of ₹ 6.35 Lakhs, purchase of investments of ₹ 37.80 Lakhs, decrease in Long-term Loan and Advances of ₹ 0.94 Lakhs and interest income of ₹ 0.04 Lakhs.

#### **Financing Activities**

##### **Financial year 2020-21**

Net cash flow generated from financing activities for the financial year March 31, 2021 was ₹ 34.01 Lakhs which was primarily on account of Proceeds from Issue of Shares of ₹ 200.90 lakhs, decrease of borrowings of ₹ 137.78 Lakhs and interest expenses of ₹ 29.11 lakhs.

##### **Financial year 2019-20**

Net cash flow generated from financing activities for the financial year 2019-20 was ₹ 84.41 Lakhs which was primarily on account of decrease of borrowings of ₹ 114.16 Lakhs and interest expenses of ₹ 29.74 lakhs.

##### **Financial year 2018-19**

Net cash flow generated from financing activities for the financial year 2018-19 was ₹ 36.45 Lakh which was primarily on account of decrease in borrowings of ₹ 60.04 Lakhs and interest expenses of ₹ 23.59 lakhs.

## Financial Indebtedness

As on March 31, 2021, the total outstanding borrowing of our Company is ₹ 250.30 Lakhs. For further details, refer to the chapter titled “*Statement of Financial Indebtedness*” beginning on page 177 of this Draft Prospectus.

(₹ in Lakh)

Particulars	As at March 31, 2021
Term Loans from Financial Institution	250.30
<b>Total</b>	<b>250.30</b>

## Related Party Transactions

Related party transactions with our promoters, directors and their entities and relatives primarily relate to purchase and sale of products. For further information, please refer to the chapter titled “*Consolidated Financial Statements as Restated*” on page 140 of this Draft Prospectus.

## Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

## Qualitative Disclosure about Market Risk

### 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

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

### Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

### Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

## Reservations, Qualifications and Adverse Remarks

Except as disclosed in chapter titled “*Consolidated Financial Statements as Restated*” beginning on page 140 of this Draft Prospectus, there have been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution.

Except as disclosed in chapter titled “*Consolidated Financial Statements as Restated*” beginning on page 140 of this Draft Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

## FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS

### Unusual or infrequent events or transactions

There are no transactions or events, which in our best judgment, would be considered unusual or infrequent that have significantly affected operations of the Company.

### Significant economic changes that materially affected or are likely to affect income from continuing operations

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

### Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the chapter titled "*Risk Factors*" beginning on page 22 of this Draft Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

### Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

### The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

### Total turnover of each major industry segment in which the Issuer Company operates

Our Company is primarily engaged in the business of software development and providing educational services.

Relevant industry data, as available, has been included in the chapter titled "*Our Industry*" beginning on page 76 of this Draft Prospectus.

### Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company's customer and supplier vis-a-vis the revenue from operations and expenses respectively as on March 31, 2021 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	69.42	63.11
Top 10 (%)	91.97	86.04

### Competitive Conditions

We have competition with Indian and international financial service providing companies and our results of operations could be affected by competition in the financial services industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies/entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "*Risk Factors*" beginning on page 22 of this Draft Prospectus.

**Increase in income**

Increases in our income are due to the factors described above in this chapter under “*Factors Affecting Our Results of Operations*” and chapter titled “*Risk Factors*” beginning on page 22 of this Draft Prospectus.

**Status of any Publicly Announced New Business Segments**

Except as disclosed elsewhere in the Draft Prospectus, we have not announced and do not expect to announce in the near future any new business segments.

**STATEMENT OF FINANCIAL INDEBTEDNESS**

Brief details on the financial indebtedness of the “GRETEX CORPORATE SERVICES LIMITED” as on March 31, 2021 is as under:

**Long Term Borrowings (Secured Loan):**

Name of Lender	Type of Loan/Purpose	Date of Sanction	Sanctioned Amount (₹ in Lakhs)	Rate of interest	Securities offered	Repayment Period	Outstanding amount (₹ in Lakhs)
Aditya Birla Housing Finance Limited	Loan against Property	January 18, 2016	267.00	11.40% p.a. on monthly reducing balance	Primary: Secured With Hypothecation of Room no. 501, 502, 503, and 506 AB located at 5 <sup>th</sup> Floor, 90, Phears Lane, Kolkata-700012	180 equated monthly installments of ₹ 2,54,264 each	162.03
Aditya Birla Housing Finance Limited	Loan against Property	July 25, 2019	96.32	11.25% p.a. on monthly reducing balance	Primary: Secured With Hypothecation of Room no. 501, 502, 503, and 506AB located at 5 <sup>th</sup> Floor, 90, Phears Lane, Kolkata-700012	82 equated monthly installments of ₹ 1,74,384 each	88.27
<b>From Financial Institution</b>							<b>250.30</b>

**Long Term Borrowings (Unsecured Loan): Nil**

**Short Term Borrowings (Secured and Unsecured Loan): Nil**

**SECTION VIII– LEGAL AND OTHER INFORMATION**

**OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

Except as stated in this section, there are no:

(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges in the last five financial years including outstanding action; (iv) claims relating to direct and indirect taxes; and (v) Material Litigation (as defined below); involving our Company, Directors or Promoters.

Our Board, in its meeting held on May 13, 2021 determined that Outstanding Litigation involving our Company, its Directors, Promoters and Group Companies shall be considered material if:

- (i) the monetary amount of claim by or against the entity or person in any such pending matter exceeds ₹ 10 Lakh.

and

- (ii) the Board or any of its committees shall have power and authority to determine suitable materiality threshold for the subsequent financial year on the aforesaid basis or any basis as may be determine by the Board or any of its committees (“Material Litigation”).

Our Board, in its meeting held on May 13, 2021 determined that outstanding dues to the small-scale undertakings and other creditors exceeding ₹ 10 Lakh of the Company’s trade payables for the last audited financial statements shall be considered as material dues for the Company. (“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.gretexcorporate.com](http://www.gretexcorporate.com).

Our Company, its Directors, Promoters and Group Companies are not Willful Defaulters and there have been no violations of securities laws in the past or pending against them.

**CONTINGENT LIABILITIES OF OUR COMPANY**

As on March 31, 2021, our Company has the following Contingent Liabilities:

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amount (in ₹)</b>
1.	Income Tax demands / Notices before CIT Appeals/TDS	Unascertained
2.	Bank Guarantees/Corporate Guarantees	Nil

**LITIGATIONS INVOLVING OUR COMPANY**

***LITIGATIONS AGAINST OUR COMPANY***

**CRIMINAL LITIGATIONS**

Nil

**ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES**

Nil

**OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:**

Nil



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***LITIGATIONS FILED BY OUR COMPANY***

**CRIMINAL LITIGATIONS**

Nil

**OTHER MATTERS BASED ON THE MATERIALITY POLICY OF THE COMPANY**

Nil.

**LITIGATIONS INVOLVING DIRECTORS OTHER THAN PROMOTERS OF OUR COMPANY**

***LITIGATIONS AGAINST OUR DIRECTORS OTHER THAN PROMOTERS***

**CRIMINAL LITIGATIONS**

Nil

**ACTION BY REGULATORY OR STATUTORY AUTHORITIES**

Nil

**DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGE AGAINST OUR PROMOTERS IN THE LAST FIVE FINANNCIAL YEARS**

Nil

**OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY**

Nil

***LITIGATIONS FILED BY OUR DIRECTORS OTHER THAN PROMOTERSOF OUR COMPANY***

**CRIMINAL LITIGATIONS**

Nil

**OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY**

Nil

**LITIGATIONS INVOLVING PROMOTERS OF OUR COMPANY**

***LITIGATIONS AGAINST PROMOTERS OF OUR COMPANY***

**CRIMINAL LITIGATIONS**

Nil

**ACTION BY REGULATORY AND STATUTORY AUTHORITIES:**

Nil

**OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY**

**Amiya Chorone Roquitte alias Amiya Charan Rakshit v. Alok Harlalka**

The Defendant i.e. Alok Harlalka is a monthly tenant of the Plaintiff, i.e. Amiya Chorone Roquitte, in respect of a property being Flat No.9, situated on the second floor of 19B, Bipin Behari Ganguly Street, P.S. - Bowbazar, Kolkata - 700012 at a monthly rent of Rs. 1,609/-.

The Plaintiff has filed a suit for eviction bearing no. EJS/8/2019 dated March 13, 2019 in the Kolkata District Court against the Defendant claiming default in the payment of rent along with illegal and unauthorised constructions in the suit property and sub-letting/transferring/parting with the possession of various parts of the property to sub-tenants, without obtaining consent from the Plaintiff. The suit is valued at a total amount of Rs. 46,46,808. The Plaintiff has prayed for eviction and recovery of possession of the abovementioned premises, a decree for Rs 45,00,000 in regard to damages and Rs 1,27,500 towards mense profit along with incidental costs. The defendant has denied the allegations and claimed that there is no default in payment of rents and that the Plaintiff wilfully refused to accept the rent and hence they had to deposit the rent with the Rent Controller as per the provisions of The West Bengal Premises Tenancy Act, 1997. The matter is currently pending in City Civil Court, Kolkata.

***LITIGATIONS FILED BY PROMOTERS OF OUR COMPANY***

**CRIMINAL LITIGATIONS**

Nil

**OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY**

Nil

**LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANY**

Our Company has no Subsidiary Company.

**LITIGATIONS INVOLVING OUR GROUP COMPANIES**

***LITIGATIONS AGAINST OUR GROUP COMPANIES***

**CRIMINAL LITIGATIONS**

Nil

**ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES**

Nil

**OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:**

Nil

***LITIGATIONS FILED BY OUR GROUP COMPANIES***

**CRIMINAL LITIGATIONS**

Nil

**OTHER MATTERS BASED ON THE MATERIALITY POLICY OF THE COMPANY**

Nil

**TAX PROCEEDINGS**

Nature of case	Number of cases	Amount Involved*
<b>Company</b>		
Direct Tax	2	Unascertained
Indirect Tax	Nil	Nil
<b>Promoters</b>		
Direct Tax	17	2,21,42,004
Indirect Tax	Nil	Nil

<b>Group Companies</b>		
Direct Tax	8	61,231
Indirect Tax	Nil	Nil
<b>Directors #</b>		
Direct Tax	2	94,763
Indirect Tax	Nil	Nil

\*To the extent quantifiable excluding interest and penalty thereon

# Directors excluding Promoters

#### **MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET**

Except as mentioned under the chapter - “*Management Discussion and Analysis of Financial Condition and Result of Operation*” on page 167 of this Draft Prospectus, there have been no material developments, since the date of the last audited balance sheet.

#### **OUTSTANDING DUES TO MICRO, SMALL & MEDIUM ENTERPRISES OR ANY OTHER CREDITORS**

In accordance with our Company’s materiality policy dated May 13, 2021, below are the details of the Creditors where there are outstanding amounts as on March 31, 2021:

<b>Sr. No.</b>	<b>Particular</b>	<b>Amount (₹ in Lakh)</b>
1.	Total Outstanding dues to Micro, Small & Medium Enterprises	Nil
2.	Total Outstanding dues to creditors other than Micro, Small & Medium Enterprises	Nil
	<b>Total</b>	<b>Nil</b>

## 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. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. It must, however, be distinctly understood that in granting the approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*Following statements set out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.*

The Company has its business located at the following locations:

**Registered Office:** Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion 9-15 Homi Modi Street, Fort Mumbai – 400 001, India.

**Branch Office:** 506, 5th Floor, 90, Phears Lane, Kolkata – 700012

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

### **I. APPROVALS FOR THE ISSUE**

#### **Corporate Approvals**

The following approvals have been obtained or will be obtained in connection with the Issue:

- a. Our Board of Directors have pursuant to a resolution passed at its meeting held on April 01, 2021 authorized the Issue, subject to the 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 Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1) (c) of the Companies Act, 2013 by Special Resolution in an Extra Ordinary General Meeting held on April 12, 2021.

#### **ISIN Number**

The Company's International Securities Identification Number ("ISIN") is INE199P01028.

#### **Lender Consent**

Our Company has received the consent letter on May 20, 2021 from Aditya Birla Housing Finance Limited.

#### **Stock Exchange**

Approval letter dated [•] from BSE for the listing of equity shares issued by our Company pursuant to the Issue.

#### **FIU-India**

Our Company has completed the registration under the Financial Intelligence Unit-India a (FIUIND) as per the Prevention of Money Laundering Act, 2002 (PMLA) and rules notified there under. FIUREID of our company is INMER00238.


### **II. APPROVALS OBTAINED BY OUR COMPANY**

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
<b>INCORPORATION RELATED APPROVALS</b>					
1.	Certificate of Incorporation in the name of "Dynamic	U51909WB2008PTC129116	ROC- West Bengal	September 05, 2008	One Time Registration

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
	Tradeserv Private Limited”				
2.	Certificate of Incorporation upon consequent change of name from “Dynamic Tradeserv Private Limited” to “Gretex Corporate Services Private Limited”	U51909WB2008PTC129116	ROC- West Bengal	May 31, 2013	One Time Registration
3.	Fresh Certificate of Registration upon consequent change in Registered Office for change of state from West Bengal to Maharashtra	U74999MH2008PTC288128	ROC- Mumbai	December 02, 2016	One Time Registration
4.	Fresh Certificate of Incorporation upon consequent change of name from “Gretex Corporate Services Private Limited” to “Gretex Corporate Services Limited”	U74999MH2008PLC288128	ROC- Mumbai	May 12, 2021	One Time Registration
<b>TAX RELATED APPROVALS</b>					
5.	*Permanent Account Number (“PAN”)	AACCD9875F	Income Tax Department	September 05, 2008	One Time Registration
6.	*Tax Deduction Account Number (“TAN”) for Mumbai Office	MUMG19977G	Income Tax Department	February 28, 2018	One Time Registration
7.	*Tax Deduction Account Number (“TAN”) for Kolkata Office	CALD07143D	Income Tax Department	July 19, 2013	One Time Registration
8.	*Certificate of registration under Maharashtra Goods and Services Tax Act, 2017	27AACCD9875F1ZA	Government of Maharashtra and Government of India	Issued on – December 05, 2017 Valid from – September 06, 2017	One Time Registration
9.	*Certificate of registration under The West Bengal Goods And Services Tax Act, 2017	19AACCD9875F1Z7	Government of West Bengal and Government of India	Issued on- December 05, 2017 Valid from- September 15, 2017	One Time Registration
10.	*Certificate of registration under the West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979	191001057791 Old No. RCC0082562	Kolkata Central Range	April 08, 2015 Valid with effect from- April 01, 2011	One Time Registration
11.	*Certificate of registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	27355277768P	Profession Tax Officer (C-205) Recovery Branch, Mumbai	June 01, 2013	One Time Registration
12.	*Certificate of registration under Maharashtra Shops and Establishment (Regulation of Employment and Condition of Service) Act, 2017	890210319/A Ward/Comercial II	Office of the Chief Facilltator, Mumbai	May 30, 2019	One Time Registration

S. No.	NATURE OF LICENSE/APPROVAL	REGISTRATION/ LICENSE NO.	ISSUING AUTHORITY	DATE OF GRANT	VALIDITY
<b>BUSINESS RELATED APPROVALS</b>					
13.	*Certificate of registration under SEBI (Merchant Bankers) Regulations, 1992	INM000012177	Securities and Exchange Board of India	August 01, 2019	Valid for permanent, unless suspended or cancelled by the Board
14.	*Udyog Aadhaar Registration Certificate	MH19E0159663	MSME (Ministry of Micro, Small & Medium Enterprises)	Date of commencement – September 05, 2008	Valid till Cancelled
15.	*Certificate of Enlistment under Kolkata Municipal Corporation Act, 1980	0089 3102 4844	Licence Department, Kolkata Municipal Corporation	July 21, 2020 Date of Commencement- May 11, 2018	Financial year 2020-2021**
* All above-mentioned approvals are in the previous name of the Company i.e. Gretex Corporate Services Private Limited. The Company is in the process of name change from Gretex Corporate Services Private Limited to Gretex Corporate Services Limited for all the approvals.					
** We are in the process of renewal of the certificate for FY 2021-22					

#### APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHTS:

Sr. No.	Particulars of the mark	Word/ Label Mark	Applicant	Application No.	Issuing Authority	Certificate Detail	Class	Status/ Validity
1.		Device	Gretex Industries Limited*	2531591	Trademarks Registry, Mumbai	Certificate bearing no. 1857972 dated May 15, 2013	24	May 15, 2023

\* The said trademark is registered in the name of our group company i.e. Gretex Industries Limited and NOC for the same has been received on May 10, 2021.

#### III. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:

Sr. No.	Domain Name and ID	IANA ID	Creation Date	Expiry Date
1.	<a href="https://gretexcorporate.com/">https://gretexcorporate.com/</a>	1154	July 19, 2014	July 19, 2021

#### IV. PENDING APPROVALS

##### Applications for Registration

The Company is in process of applying for registration under West Bengal Shops and Establishments Act, 1963 for Kolkata Office located at 506, 5th Floor, 90, Phears Lane, Kolkata – 700012.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

The Issue has been authorized pursuant to the resolution passed by the Board of Directors dated April 01, 2021 and by the shareholders pursuant to the special resolution passed in Extra-Ordinary General Meeting dated April 12, 2021 under Section 62(1)(c) of the Companies Act, 2013.

The Offer for Sale has been authorised by the Promoter Selling Shareholder by his consent letter dated May 13, 2021 and the No. of Equity Shares offered are as follows:

Name of the Promoter Selling Shareholder	No. of Equity Shares Offered
M/s. Bonanza Agency LLP (Previously known as Bonanza Agency Private Limited)	64,000

The Promoter Selling Shareholder have confirmed that the Equity Shares proposed to be offered and sold in the Offer are eligible in term of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Promoter Selling Shareholder has also confirmed that they are the legal and beneficial owners of the Equity Shares being offered by them under the Offer for Sale.

Our Company has obtained in-principle approval from the BSE SME for using its name in the Draft Prospectus pursuant to an approval letter dated [●] from BSE Limited is the Designated Stock Exchange.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Directors, our Promoters and our Promoter Group or Promoter Selling Shareholder have been declared as willful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

Our Company, the Promoters and the members of the Promoter Group, the Directors, the persons in control of our Company and the Promoter Selling Shareholder are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any authority or court.

Neither our Promoters nor any of our Directors is declared as Fugitive Economic Offender.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, the Promoters, the members of the Promoter Group and the Promoter Selling Shareholder are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Draft Prospectus.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

As mention below, none of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “*Outstanding Litigations and Material Developments*” beginning on page 178 respectively, of this Draft Prospectus.

Sr. No	Name of the Director	Name of Associate Entity and Nature of Associate	Details of Associate Entity	Action taken by SEBI
1	Mr. Alok Harlalka	Gretext Share Broking Private Limited - Director	Registered Stock Broker (BSE)	Nil
2	Mr. Arvind Harlalka	Gretext Share Broking Private Limited – Director	Registered Stock Broker (BSE)	Nil

### ELIGIBILITY FOR THE ISSUE

Our Company is eligible in terms of Regulations 228 and 230(1) of SEBI (ICDR) Regulations, 2018 for this Issue,



Our Company is an “unlisted issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(1) of the SEBI (ICDR) Regulations, 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018, as we are an Issuer whose post issue paid up capital is less than or equal to ₹ 10 Crores and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the “SME Platform of the BSE Limited (BSE SME)”).

**We confirm that:**

In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, this Issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to chapter titled “General Information” beginning on page 46 of the Draft Prospectus.

In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, we hereby confirm that we have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this Issue on the SME Platform of BSE Limited. For further details of the arrangement of market making please refer to chapter titled “General Information” beginning on page 46 of this Draft Prospectus.

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 shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations 2018, the Companies Act, 2013 and applicable laws. 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.

As per Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, our Company satisfies track record and/or other eligibility conditions of SME Platform of BSE Limited in accordance with the Restated Consolidated Financial Statements, prepared in accordance with the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on September 05, 2008, with the Registrar of Companies, Kolkata, West Bengal under the Companies Act, 1956 in India.
2. The post issue paid up capital (Face Value) of the company will be ₹ 113.73 Lakhs comprising 11,37,345 equity shares So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹ 25 crores.
3. The Net worth, Cash Accruals and Net Tangible Assets of the Company as per the restated consolidated financial statements for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 are as set forth below:

(₹ in Lakh)

Particulars	For financial year ended on March 31,		
	2021	2020	2019
Networth <sup>(1)</sup>	627.87	374.14	534.49
Cash Accruals <sup>(2)</sup>	90.11	(97.93)	46.39
Net Tangible Assets <sup>(3)</sup>	881.51	648.71	807.05

<sup>(1)</sup>Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

<sup>(2)</sup>Cash accruals” has been defined as the Earnings before depreciation and tax from operations.

<sup>(3)</sup>Net Tangible Assets are defined as the sum of total fixed assets plus current assets minus current liabilities minus intangible assets

4. The Company confirms that it has track record of more than 3 years
5. Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depository Services Limited (CDSL)

dated April 27, 2021 and National Securities Depository Limited (NSDL) dated April 22, 2021 for dematerialisation of its Equity Shares already issued and proposed to be issued.

6. The Company has not been referred to Board for Industrial and Financial Reconstruction.
7. There is no winding up petition against the Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.
8. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
9. There has been no change in the promoter(s) of the Company in the one year preceding the date of filing application to BSE for listing on n SME Platform of BSE.
10. The Company has a website [www.gretexcorporate.com](http://www.gretexcorporate.com)

We further confirm that we shall be complying with all other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER ARYAMAN FINANCIAL SERVICES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT PROSPECTUS.**

**Note:**

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under section 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead Manager any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai in terms of Section 26 and Section 28 of the Companies Act, 2013.

#### **DISCLAIMER STATEMENT FROM OUR COMPANY, THE DIRECTORS, THE PROMOTER SELLING SHAREHOLDER AND THE LEAD MANAGER**

Our Company, the Directors, the Promoter Selling Shareholder and the Lead Manager accept no responsibility for statements made otherwise than those contained in the Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Lead Manager to the Issue accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Lead Manager, our Company and the Promoter Selling Shareholder on June 10, 2021 and the Underwriting Agreement dated June 10, 2021 entered into between the Underwriters, the Promoter Selling Shareholder and our Company and the Market Making Agreement dated June 10, 2021 entered into among the our Company, Market Maker and Lead Manager.

All information shall be made available by our Company, Promoter Selling Shareholder (to the extent that the information pertain to itself and its respective portion of the Offered Shares) and the Lead Manager to the Issue 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, at collection centers or elsewhere.

The Lead Manager to the Issue and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our 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, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

#### **CAUTION**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, 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 Promoter Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

#### **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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft 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 jurisdiction of the competent court(s) in Mumbai, Maharashtra, only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose, except that the Draft Prospectus has been filed with SME Platform of BSE for its observations and BSE will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and the Draft Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company 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**

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 Issued 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 (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.

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.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE BSE**

"As required, a copy of the Draft Prospectus shall be submitted to the SME Platform of BSE Limited. The Disclaimer Clause as intimated by the SME Platform of BSE Limited to us, post scrutiny of the Draft Prospectus, shall be included in the Prospectus prior to the filing with RoC.

#### **LISTING**

Application have been made to SME Platform of BSE Limited for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its SME Platform of BSE Limited after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform of BSE Limited is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within such time prescribed by SEBI or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

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 Limited mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE Limited.

**PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGER**

Sr. No.	Issue Name	Issue size (₹ Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing	
1	Pavna Industries Ltd.	29.70	165.00	09/03/2021	165.60	0.06%	-1.49%	1.21%	4.33%	N.A	N.A
2	Net Pix Shorts Digital Media Ltd.	2.70	30.00	02/12/2020	30.15	0.83%	7.29%	0.17%	12.73%	14.50%	8.80%
3	Atal Realtech Ltd.	10.83	72.00	15/10/2020	70.20	-31.94%	9.42%	-53.19%	24.70%	-51.94%	24.18%
4	Nirmittee Robotics India Ltd.	3.24	185.00	21/04/2020	189.00	19.46%	0.97%	35.14%	22.14%	79.86%	30.51%
5	Valencia Nutrition Ltd.	7.23	46.00	06/01/2020	46.45	0.00%	1.15%	0.00%	-32.17%	-2.17%	-11.44%
6	Vishwaraj Sugar Industries Ltd	60.00	60.00	15/10/2019	61.20	10.38%	5.58%	50.33%	8.71%	9.75%	-19.08%
7	Galactico Corporate Services Ltd	3.70	23.00	09/10/2019	23.20	0.00%	6.48%	6.96%	7.05%	-0.87%	-27.73%
8	Shiv Aum Steels Ltd	15.48	44.00	01/10/2019	44.25	0.57%	4.56%	2.27%	7.89%	2.27%	-23.76%
9	Transpact Enterprises Ltd	1.35	130.00	05/09/2019	132.50	4.62%	2.81%	1.54%	11.48%	3.85%	5.40%
10	Meera Industries Ltd <sup>(1)</sup>	11.75	225.00	26/06/2019	215.00	-6.04%	-4.32%	-17.78%	-1.25%	-45.56%	5.18%

<sup>(1)</sup> Equity Shares of Meera Industries Limited was listed on May 15, 2017 on BSE Limited. Aryaman Financial Services Limited was appointed as lead manager for the Further Public Issue by the Company on BSE Limited pursuant to which its additional shares were listed on June 26, 2019

**Summary Statement of Disclosure**

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21	4 <sup>(1)</sup>	46.47	0	1	0	0	0	3	1	0	0	1	0	1
2019-20	7 <sup>(2)</sup>	103.47	0	0	1	0	0	4	0	1	2	0	0	4
2018-19	14 <sup>(3)</sup>	327.66	0	1	1	0	1	9	1	0	2	1	1	9

<sup>(1)</sup> Details indicated in 2020-21 are for the public issues completed as on date.

<sup>(2)</sup> As on the 30th Calendar day from the listing day, the price of Galactico Corporate Services Ltd. and on 30th and 90th Calendar day from the listing day, the price of Valencia Nutrition Ltd., is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount.

<sup>(3)</sup> As on the 30th and 90th Calendar day from the listing day, the price of Silgo Retail Limited and on 30th Calendar day from the listing day, the price of Saketh Exim Limited is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount.



**Notes:**

- <sup>(1)</sup> Since the listing dates of Pavana Industries Limited was March 09, 2021, information related to closing price and benchmark index as on the 180<sup>th</sup> Calendar day from the listing date is not available.
- <sup>(2)</sup> The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
- <sup>(3)</sup> 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.
- <sup>(4)</sup> Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) BSE Sensex and Nifty Fifty as the Benchmark Indices

**Track record of past issues handled by the Lead Manager**

For details regarding the track record of the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited –[www.afsl.co.in](http://www.afsl.co.in)

**CONSENTS**

Consents in writing of (a) Our Directors, Promoters, the Promoter Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer and Statutory Auditor, Lender, Banker(s) to the Company<sup>(1)</sup>; (b) Lead Manager, Underwriters, Market Maker, Registrar to the Issue, Share Escrow Agent, Public Issue Banker<sup>(1)</sup> and Legal Advisor to the Issue to act in their respective capacities shall be obtained as required as required under Section 26 and Section 28 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

<sup>(1)</sup> The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. Gupta Agarwal & Associates., Chartered Accountants, have provided their written consent to the inclusion of their reports dated June 02, 2021 on Consolidated Financial Statements as Restated and to the inclusion of their reports dated May 20, 2021 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Prospectus.

**EXPERT TO THE ISSUE**

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

Our Company has received written consent from the Statutory Auditor namely, M/s. Gupta Agarwal & Associates, Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Statement of Tax Benefits dated May 20, 2021, and on the Consolidated Financial Statements as Restated dated June 02, 2021 and issued by them, included in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

**PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS**

We have not made any previous rights and / or public issues during the last five years and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018.

#### **COMMISSION AND BROKERAGE ON PREVIOUS ISSUES**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

#### **CAPITAL ISSUES IN THE LAST THREE (3) YEARS BY LISTED GROUP COMPANIES / SUBSIDIARIES / ASSOCIATES**

Our Group Companies/ Associates Companies has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the last three years preceding the date of this Draft Prospectus.

We do not have any subsidiary as on date of this Draft Prospectus.

#### **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 54 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

#### **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

#### **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

#### **LISTED SUBSIDIARIES / PROMOTER COMPANY**

As on date of this Draft Prospectus, we do not have any listed Subsidiary or Promoter Company

#### **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Company Secretary & Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Company Secretary & Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor’s grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on May 13, 2021. For further details, please refer to the chapter titled “*Our Management*” beginning on page 112 of this Draft Prospectus.



Our Company has appointed Mr. Janil Jain as Company Secretary & Compliance Officer and he may be contacted at the following address:

**Mr. Janil Jain**  
**Gretex Corporate Services Limited**  
Company Secretary & Compliance Officer,  
Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion,  
9-15 Homi Modi Street, Fort,  
Mumbai – 400 001, Maharashtra, India  
**Tel:** +91 – 22 – 4002 5273  
**Email:** info@gretexgroup.com  
**Website:** www.gretexcorporate.com

Investors can contact the Company Secretary & Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

#### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

#### **DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT**

All share related matters, namely transfer, transmission, transposition, dividend, change of name, address and signature of mandate and power of attorney, replacement, split, consolidation, dematerialization and rematerialization of shares, issue of duplicate certificates etc. are handled by Gretex Industries Limited Registrar And Transfer Agent, being Bigshare Services Private Limited.

As on June 05, 2021, there were Nil outstanding investor grievances pending against Gretex Industries Limited.

## **SECTION IX: ISSUE RELATED INFORMATION**

### **TERMS OF THE ISSUE**

*The Equity Shares being Issued are subject to the provisions of the Companies Act, 2013, SCRA, SCRR, ICDR Regulations, Listing Regulations, our MoA and AoA, the terms of this Draft Prospectus, the prospectus, the abridged draft prospectus, Application Form, CAN, the Revision Form, Allotment Advices, and other terms and conditions as may be incorporated in the documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/ or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that in terms of Regulation 256 of the ICDR Regulations read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the Applicants applying in this Issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of Allotment by signing the Application Forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI-ID in the Application Form which is linked from bank account of the Applicant.*

#### **Authority for the Present Issue**

This Issue has been authorized by a resolution of our Board passed at their meeting held on April 01, 2021 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of our Company held with shorter notice on on April 12, 2021.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MoA and AoA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, 'Main Provisions of Article of Association', beginning on page 222 of this Draft Prospectus.

#### **Mode of Payment of Dividend**

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the AoA of our Company, the provisions of the Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013 for further details in relation to dividends, please refer to sections titled, 'Dividend Policy' and 'Main Provisions of Article of Association', beginning on page 139 and 222 respectively, of this Draft Prospectus.

#### **Face Value and Issue Price**

The face value of the share of our Company is ₹ 10 per equity share and the Issue price is ₹ 170 per Equity Share (including premium of ₹ 160 per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, 'Basis for Issue Price', beginning on page 71 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### **Compliance with ICDR Regulations**

Our Company shall comply with all requirements of the ICDR Regulations, as amended time to time.

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## **Compliance with Disclosure and Accounting Norms**

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 AoA, 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, in accordance with the provisions of the Companies Act, 2013;
- Right to receive Offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws, 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 previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the Listing Regulations and the MoA and AoA of our Company.

For further details on the main provision of our Company's AoA dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/ or consolidation/ splitting, etc., please refer to Section titled, '*Main Provisions of Articles of Association*', beginning on page 222 of this Draft Prospectus.

## **Market Lot and Trading Lot**

The trading of the Equity Shares will happen in the minimum contract size of 800 Equity Shares and the same may be modified by the SME Platform of BSE Limited from time to time by giving prior notice to investors at large.

Allocation and Allotment of Equity Shares through this Draft Prospectus will be done in multiples of 800 Equity Shares subject to a minimum Allotment of 800 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**

In accordance with the Regulation 268 of ICDR Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no Allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 Working Days of closure of Issue.

## **Joint Holders**

Where 2(two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

## **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013, the First/ Sole Applicant, along with other joint Applicant, may nominate any one person in 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. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the

registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board of Directors, elect either: To register himself or herself as the holder of the Equity Shares; or to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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 90 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 in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the applicant would prevail. If the Applicants require changing the nomination, they are requested to inform their respective Depository Participant.

### Withdrawal of the Issue

Our Company and Promoter Selling Shareholder in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-issue advertisements have appeared, and the Stock Exchange will also be informed promptly.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company and the Promoter Selling Shareholder withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

### Issue Program

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opens on	[●]
Issue Closes on	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account*	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

\* In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which

*such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable*

The above timetable is indicative and does not constitute any obligation on our Company, the Promoter Selling Shareholder or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue 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.

Application Forms and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Investors on Issue Closing Date maybe extended in consultation with the Lead Manager, Registrar and Share Transfer Agent and BSE SME taking into account the total number of Applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their Applications 1 day prior to the Issue Closing Date and, in any case, not later than 3:00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST. Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public Issue, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Lead Manager is liable for any failure in uploading the Application Forms due to faults in any software/ hardware system or otherwise.

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

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

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if our Company does not receive the minimum subscription in the Issue or subscription level falls below aforesaid minimum subscription after the Issue Closing Date due to withdrawal of Applications or technical rejections or any other reason; or in case of devolvement of Underwriting, aforesaid minimum subscription is not received within 60 days from the date of Issue Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Issue, our Company shall forthwith refund the entire subscription amount received in accordance with SEBI Regulations, the Companies Act, 2013 and applicable laws including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a

delay beyond four days after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

The 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.

#### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 800 Equity Shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261 (5) of the ICDR Regulations, 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 on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting**

Except for lock-in of the pre-issue Equity Shares and Promoters' minimum contribution in the Issue as detailed in the Section titled, '*Capital Structure*', beginning on page 54 of this Draft Prospectus, and except as provided in the AoA of our Company, there are no restrictions on transfer and transmission and on their consolidation/ splitting of Equity Shares. For further details, please refer to the Section titled, '*Main Provisions of Articles of Association*', beginning on page 222 of this Draft Prospectus.

#### **Allotment of Equity Shares in Dematerialized Form**

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form for all Applicants. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated April 22, 2021, between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated April 27, 2021, between CDSL, our Company and Registrar to the Issue.

#### **Migration to Main Board**

In accordance with the BSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the BSE start-up segment under SME Platform of BSE Limited for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulation, our Company may migrate to the main board of BSE from the BSE start-up segment under SME Platform of BSE Limited on a later date subject to the following:

- If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
- If the Paid up Capital of the Company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the



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votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE Limited, wherein the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of 3 years from the date of listing on the SME Platform of BSE Limited. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, '*General Information - Details of the Market Making Arrangements for this Issue*', beginning on page 42 of this Draft Prospectus.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.



## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company's post issue face value capital is less than ten crore rupees. Our Company shall issue equity shares to the public and propose to list the same on the SME Exchange, in this case being the SME Platform of BSE Limited. For further details regarding the salient features and terms of such this issue, please refer to chapter titled "Terms of the Issue" and "Issue Procedure" beginning on page nos. 194 and 203 respectively of this Draft Prospectus.

The present issue of 3,01,600 Equity Shares of face value of ₹ 10 each fully paid for cash at price of ₹ 170 per Equity Share (including a premium of ₹ 160 per Equity Share) aggregating up to ₹ 512.72 Lakh. The Issue comprises a reservation of 15,200 Equity Shares of face value of ₹ 10 each fully paid for cash at price of ₹ 170 each aggregating to ₹ 25.84 Lakh for subscription by the designated Market Maker (Market Maker Reservation Portion) and a Net Issue to Public of up to 2,86,400 Equity Shares of face value of ₹ 10 each fully paid for cash at price of ₹ 170 per share aggregating to ₹ 486.88 Lakh (the Net Issue). The Issue and the Net Issue will constitute 26.52 % and 25.18% respectively of the post issue paid up equity share capital of the company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares</b>	2,86,400 Equity Shares	15,200 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.96 % of the Issue Size	5.04 % of the Issue Size
<b>Basis of Allotment/ Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 800 Equity Shares and further allotment in multiples of 800 Equity Shares each.  For further details please refer section explaining the Basis of Allotment in the GID.	Firm Allotment
<b>Minimum Application Size</b>	<b><u>For Other than Retail Individual Investors:</u></b> Such number of Equity Shares in multiples of 800 Equity Shares such that the Application Value exceeds ₹ 2.00 Lakh.  <b><u>For Retail Individuals Investors:</u></b> 800 Equity Shares at an Issue Price of ₹ 170 per equity share.	15,200 Equity Shares of Face Value ₹ 10 each
<b>Maximum Application Size</b>	<b><u>For Other than Retail Individual Investors:</u></b> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.  <b><u>For Retail Individuals Investors:</u></b> Such number of Equity 800 Equity Shares at an Issue Price of ₹ 170 per equity share. Such that the applicant value does not exceeds ₹ 2.00 Lakh.	15,200 Equity Shares of Face Value ₹ 10 each
<b>Trading Lot</b>	800 Equity Shares	800 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Mode of Application</b>	<b><u>For Other than Retail Individual Investors:</u></b>  All the applicants shall make the application (Online or Physical) through ASBA process  <b><u>For Retail Individuals Investors:</u></b> Through the ASBA Process or by using UPI ID for payment	Through ASBA Process Only
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.	

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Terms of Payment</b>	<ul style="list-style-type: none"> <li>The Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two day of the closure of the issue.</li> <li>In case of UPI as an alternate mechanism, Application amount shall be blocked at the time of confirmation of mandate collection request by applicant.</li> </ul>	

\*Since present issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253 of the SEBI (ICDR) 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 specified securities applied for;

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

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

For further information on the Allocation of Net Issue to Public, please refer to chapter titled “The Issue” beginning on page 40 of this Draft Prospectus.

#### ISSUE PROGRAMME

<b>ISSUE OPENING DATE</b>	[●]
<b>ISSUE CLOSING DATE</b>	[●]

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

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

- a. A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b. A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- c. A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the Physical Application Form, for a particular applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

## LOT SIZE

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Issue proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue / Issue Price (in ₹)	Lot Size(No.of shares)
Upto14	10,000
Morethan14 up to18	8,000
Morethan18 upto25	6,000
Morethan25 upto35	4,000
Morethan35 upto50	3,000
Morethan50 upto70	2,000
Morethan70 upto90	1,600
Morethan90 upto120	1,200
Morethan 120 upto150	1,000
Morethan 150 upto180	800
Morethan 180 upto250	600
Morethan250up to 350	400
Morethan350up to 500	300
Morethan500up to 600	240
Morethan600up to 750	200
Morethan750up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Issue stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading. At the Initial Public Offering stage if the price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into. For example: if the proposed price band is at 24-28 than the Lot size shall be 4,000 shares.

## ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular SEBI/HO/CFD/DIL2/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchange and the LM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Applications by Retail Individual Bidders through the 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 Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), 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/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. The final reduced timeline of T+3 days be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of this Draft Prospectus

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days

Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and is 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 Application 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 this Draft Prospectus and the Prospectus.

*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. Further, the Company and the LM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.*

### ***Phased implementation of Unified Payments Interface***

SEBI has issued circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, 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, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the “**UPI Circulars**”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under 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 payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment 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 is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an Retail Individual had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six working days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three working days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI payment mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchange and the Lead Manager.

### **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made in compliance with the provisions of Reg. 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered 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 compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any



category, would be allowed to be met with 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.

**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/UPI ID (for RII Applicants using the UPI Mechanism), 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 exchanges, 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 Exchanges.**

## APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide either (i) the bank account details and authorisation to block funds their respective ASBA Form, or (ii) the UPI ID (in case of RIIs), as applicable, in the relevant space provided in the Application Form and the Application Forms that do not contain such details will be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejected.

Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to apply using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of Electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour <sup>(1)</sup>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

<sup>(1)</sup> Excluding electronic Application Form

Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RII bidding using the UPI Mechanism) to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchange. Stock Exchange shall validate the electronic bids 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 Exchange. Stock Exchange 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 Exchange shall share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to 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 bid entered in the Stock Exchange applying 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 Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the

Bankers to the Issue. The LM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

### **Electronic registration of Applications**

The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Issue on a regular basis before the closure of the Issue.

On the Issue Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchanges and as disclosed in the Prospectus.

Only Applications that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next working day following the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing

**The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with 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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

### **Who Can Apply?**

In addition to the category of Applicants set forth in the *General Information Document*, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- Scientific and/or industrial research organizations in India, which are authorised to invest in equity shares; and
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTERS, PROMOTER GROUP AND PERSONS RELATED TO PROMOTERS/PROMOTER GROUP**

The LM shall not be allowed to purchase Equity Shares in this Issue in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to or purchase Equity Shares in the Issue, either in the QIB Portion or in Non Institutional Portion as may be applicable to such Applicants. Such Applying and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of LM, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the LM or any associates of the LM, except Mutual Funds sponsored by entities which are associates of the LM or insurance companies promoted by entities which are associate of LM or AIFs sponsored by the entities which are associate of the LM or FPIs (other than individuals, corporate bodies and family offices), sponsored by the entities which are associates of the LM nor; (ii) any “person related to the Promoters 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 Promoters and members of the Promoter Group”: (a) rights under a shareholders’ agreement or voting agreement entered into with the Promoters and members of the Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.



## **APPLICATION BY MUTUAL FUNDS**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company in consultation with Lead Manager, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. 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.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with the SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that such Applications clearly indicate the scheme concerned for which the Application is submitted.

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.

## **APPLICATION by HUFs**

Applications by HUFs 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 may be considered at par with Applications from individuals.

## **APPLICATION BY ELIGIBLE NRIs**

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Applicant applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs using the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicant applying on a non-repatriation basis by using Resident Forms should authorize their SCSB or should confirm/accept the UPI Mandate Request (in case of RIIs applying using the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form. Participation of Eligible NRIs in the Issue shall be subject to the FEMA regulations. NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such Application.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non- Residents (blue in colour).

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

For details of investment by NRIs, see "*Restrictions in Foreign Ownership of Indian Securities*" on page 221 of this Draft Prospectus. Participation of eligible NRIs shall be subject to NDI Rules

## **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, non-residents (except for those applying on non-repatriation), 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 offered to the public.

#### **APPLICATION BY FPI**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Rules, the total holding by each FPI shall be less than 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs could be up to 100%, being the sectoral cap, of the paid-up Equity Share capital of our Company on a fully diluted basis.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in colour).

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

As specified in 4.1.4.2 (b)(i) and 4.1.4.2 (c)(iv) of the General Information Document, it is hereby clarified that bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Applications from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations ("MIM Structure"), provided such Applications have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Applications received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Applications, FPIs making multiple Applications using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Application Forms that the relevant FPIs making multiple Applications utilize the MIM Structure and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications are liable to be rejected. Further, in the following cases, the Applications by FPIs will not be considered as multiple Applications: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("ODI") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category 1 FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

With effect from the April 1, 2020, the aggregate limit shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative

instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions:

- such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and
- prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Issue shall be subject to the FEMA Rules

#### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS (VCF) AND FOREIGN VENTURE CAPITAL INVESTORS (FVCI)**

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A category III AIF cannot invest more than 10% of their investible funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of their investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

Participation of AIFs, VCFs and FVCIs was subject to the FEMA Rules

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.

**Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company in consultation with the LM, 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 in consultation with the Lead Manager reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 ("IRDAI Investment Regulations") are set forth below:

- a. Equity shares of a company: the lower of 10%<sup>(1)</sup> of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or a 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 a 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 operates: not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer or general insurance or 15% of the investment assets, 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 points (i), (ii) or (iii) above, as the case may be.

*\* The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.*

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 ("**IRDA Investment Regulations**").

#### **APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

#### **APPLICATIONS BY BANKING COMPANIES**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company 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, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, as amended is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks 'interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in excess of 30% of the paid-up share capital of the investee company, (ii) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (iii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

#### **APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by systemically important non-banking financial companies registered with RBI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited consolidated financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), and such other approval as may be required by the Systemically Important NBFCs must be attached to the Application Form. Failing

this, our Company in consultation with the LM, reserves the right to reject any Application, without assigning any reason thereof. Systemically Important Non Banking Financial Companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

#### **APPLICATIONS BY SCSBS**

SCSBSs 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 SCSBSs 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 SCSBSs. 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, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million (subject to applicable laws), 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, as applicable, must be lodged along with the Application Form. Failing this, our Company in consultation with the LM, reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. Our Company in consultation with the LM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company in consultation with the LM, may deem fit.

*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 any single Application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Prospectus or the Prospectus*

**In accordance with RBI regulations, OCBs cannot participate in the Issue.**

#### **Information for the Applicants**

In addition to the instructions provided to the Applicants in the *General Information Document for Investing in Public Issues*, Applicants are requested to note the following additional information in relation to the Issue.

1. The Issue Period shall be for a minimum of three Working Days and shall not exceed ten working days. The Issue Period may be extended, if required, by an additional three working days, subject to the total Issue Period not exceeding ten working days
2. The relevant Designated Intermediary will enter each Application into the electronic bidding system as a separate Application and generate an acknowledgement slip ("**Acknowledgement Slip**"), for each price and demand option and give the same to the Applicant. Therefore, a Applicant can receive up to three Acknowledgement Slips for each Application Form. It is the Applicant's responsibility to obtain the TRS from the relevant Designated Intermediary. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When a Applicant revises his or her Application (in case of revision in the Price), he /she shall surrender the earlier Acknowledgement Slip and may request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Application.
3. In relation to electronic registration of Applications, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does



it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

4. In the event of an upward revision in the Price, Retail Individual Applicants could either (i) revise their Application or (ii) shall make additional payment based on the revised Price (such that the total amount i.e., original Application Amount plus additional payment does not exceed ₹ 200,000. The revised Applications must be submitted to the same Designated Intermediary to whom the original Application was submitted. If the total amount (i.e., the original Application Amount plus additional payment) exceeds ₹ 200,000, the Applicant will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Applicant does not either revise the Application or make additional payment 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 Retail Individual Applicant and the Retail Individual Applicant is deemed to have approved such revised Application.
5. In the event of a downward revision in the Price, Retail Individual Applicant may revise their Application; otherwise, the excess amount paid at the time of Application would be unblocked after Allotment is finalised.
6. Any revision of the Application shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Application.

**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.**

#### **Pre- Issue Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- Issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

#### **Signing of the Underwriting Agreement and the RoC Filing**

- a) Our Company, the Lead Manager and the Market Maker have entered into an Underwriting Agreement on June 10, 2021
- b) For terms of the Underwriting Agreement please see chapter titled “*General Information*” beginning on page 46 of this Draft Prospectus.
- c) We will file a copy of the Prospectus with the RoC in terms of Section 26, Section 28 and all other provision applicable as per Companies Act.

#### **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 and 28 of Companies Act, 2013.

- a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfers 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 on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.
- 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 the time prescribed under applicable law. 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 shall transfers 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 6 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.

#### **Availability of the Prospectus and the Application Forms:**

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

#### **General Instructions**

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Application(s) or lower the size of their Application(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Application(s) during the Issue Period and withdraw their Application(s) until Issue Closing Date

#### **Do's:**

- 1) Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their bids through the ASBA process only;
- 2) Ensure that you have apply within the Price Offer
- 3) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 4) Ensure that you have mentioned the correct ASBA Account number if you are not an RII bidding using the UPI Mechanism in the Application Form and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
- 5) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Retail Individual Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
- 6) RIIs Applying in the Issue shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for RIIs using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
- 7) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries.
- 8) In case of joint Applications, ensure that first applicant is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Application Form;
- 9) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- 10) Ensure that you request for and receive a stamped acknowledgement of the Application Form;



- 11) 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 Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Applicant is included in the Application Forms. PAN of the First Applicant is required to be specified in case of joint Applications;
- 12) Ensure that you submit the revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 13) Retail Individual Investors not using the UPI Mechanism, should submit their Application Form directly with SCSBs and not with any other Designated Intermediary;
- 14) 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, (ii) submitted by investors who are exempt from the requirement of obtaining / specifying their PAN for transacting in the securities market including without limitation, multilateral/ bilateral institutions, and (iii) 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;
- 15) 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;
- 16) Ensure that the correct investor category and the investor status is indicated in the Application Form;
- 17) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- 18) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- 19) Application by Eligible NRIs for a Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Applications for a Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Issue
- 20) Since the allotment will be in dematerialised form only, ensure that the Applicant's depository account is active, the correct DP ID, Client ID , PAN and UPI ID, if applicable, are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID , PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
- 21) In case of ASBA Applicants (other than Retail Individual Applicants using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Applying Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
- 22) Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Issue Closing Date;
- 23) Once the Sponsor Bank issues the UPI Mandate Request, the Retail Individual Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;

- 24) Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, 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. Bid In case of RIIs submitting their Applications and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Issue Amount and subsequent debit of funds in case of Allotment;
- 25) Ensure that you have correctly signed the authorization / undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, 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;
- 26) Retail Individual Applicants using the UPI Mechanism shall ensure that details of the Application are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Individual Applicant shall be deemed to have verified the attachment containing the application details of the Retail Individual Applicant in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount specified in the Application Form;
- 27) However, Applications received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
- 28) FPIs making MIM Applications using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Applications are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Applications shall be rejected;
- 29) Retail Individual Applicants using the UPI Mechanism who have revised their Applications subsequent to making the initial Application should also approve the revised UPI Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of Allotment in a timely manner and
- 30) Ensure that the Demographic Details are updated, true and correct in all respects

The Application Form were liable to be rejected if the above instructions, as applicable, were not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 were liable to be rejected.

**Don'ts:**

- 1) Do not apply for lower than the minimum Application size;
- 2) Do not submit a Application using UPI ID, if you are not a RII;
- 3) Do not Apply for a Amount exceeding ₹ 2,00,000 (for Applications by Retail Individual Applicants).
- 4) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest or any mode other than blocked amounts in the bank account maintained with SCSB;
- 5) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- 6) Do not Apply at Cut-off Price (for Applications by QIBs and Non-Institutional Applicants);
- 7) Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- 8) Do not submit the Applications for an amount more than funds available in your ASBA account.

- 9) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- 10) In case of ASBA Applicants, do not submit more than one ASBA Forms per ASBA Account;
- 11) If you are a Retail Individual Applicant and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
- 12) If you are a Retail Individual Applicant and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
- 13) Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
- 14) Do not Apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
- 15) Do not submit the General Index Register (GIR) number instead of the PAN;
- 16) Do not submit incorrect details of the DP ID, Client ID PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- 17) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 18) Do not Apply 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);
- 19) Do not submit a Application/revise a Issue Amount, with a price less than the Issue Price;
- 20) Do not submit your Apply after 3.00 pm on the Issue Closing Date;
- 21) If you are a QIB, do not submit your Application after 3:00 pm on the QIB Issue Closing Date;
- 22) Do not fill up the Application Form such that the Equity Shares Application for exceeds the 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 this Prospectus;
- 23) Do not Apply for shares more than specified by respective Stock Exchanges for each category;
- 24) Do not Apply, if you are an OCB;
- 25) Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by RIIs using the UPI Mechanism;
- 26) Do not Apply on another Application Form after you have submitted a Application to any of the Designated Intermediaries; and
- 27) Do not submit Applications to a Designated Intermediary at a location other than Specified Locations. If you are a Retail Individual Applicant and are using UPI Mechanism, do not submit the ASBA Form directly with SCSBs.;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to our Company Secretary and Compliance Officer. For details of our Company Secretary and Compliance Officer, see “*General Information*” on page 46 on this Daft Prospectus

For helpline details of the LM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information - Lead Manager*” on page 46 on this Daft Prospectus

## **GROUND FOR REJECTIONS**

In addition to the grounds for rejection of Application on technical grounds as provided in the “*General Information Document for Investing in Public Offers*” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without instruction to the SCSBs to block the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications submitted by Retail Individual Applicants using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Applications under the UPI linked Mechanism submitted by Retail Individual Applicants using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Application submitted without the signature of the First Applicant or sole Applicants;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Applicant;
9. ASBA Form by the RIIs by using third party bank accounts or using third party linked bank account UPI IDs;
10. Applications by person for whom PAN details have not been verified and whose beneficiary accounts are ‘suspended for credit’ in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July29, 2010;
11. GIR number furnished instead of PAN;
12. Application by Retail Individual Applicants with Application Amount for a value of more than ₹ 200,000
13. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Applications by Applicants accompanied by cheques, demand drafts, stock invest, money order, postal order or cash;
15. Applications uploaded by QIBs after 4.00 p.m. on the QIB Issue Closing Date and by Non-Institutional Applicants uploaded after 4.00 p.m. on the Issue Closing Date, and Applications by Retail Individual Applicants uploaded after 5.00 p.m. on the Issue Closing Date, unless extended by the Stock Exchanges; and
16. Application by OCB.

### **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.

### **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

In addition to the instructions for completing the Application Form provided in the sub-section “*General Information Document for Investing in Public Offers – Applying in the Issue – Instructions for filing the Application Form / Application Form*” Applicants are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Applications must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).
2. Applications must be made in a single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Prospectus and in the Application Form.
3. Applications on a repatriation basis shall be in the names of FIIs or FPIs but not in the names of minors, OCBs, firms or partnerships and foreign nationals.

#### **DESIGNATED DATE AND ALLOTMENT**

- (a) Our Company will ensure that the Allotment and credit to the successful Applicants' depository account will be completed within six 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.

#### **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 bid 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.

#### **Impersonation**

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

**“Any person who:**

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”*

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

### **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 offered 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.

### **Undertaking by the Promoter Selling Shareholder**

Only statements and undertakings which are specifically "confirmed" or "undertaken" by the Promoter Selling Shareholder in this Prospectus shall be deemed to be "statements and undertakings made by the Promoter Selling Shareholder". All other statements and/ or undertakings in this Prospectus shall be statements and undertakings made by our Company even if the same relates to the Promoter Selling Shareholder. The Promoter Selling Shareholder



specifically confirms and undertakes the following in respect of himself and the Equity Shares being offered by him pursuant to the Offer for Sale:

- 1) The portion of the offered Shares shall be transferred in the Issue free and clear of any pre-emptive rights, liens, mortgages, charges, pledges, trusts or any other encumbrance or transfer restrictions, both present and future, in a manner prescribed under Applicable Law in relation to the Issue, and without any objection by it and in accordance with the instructions of the Registrar to the Issue.
- 2) The portion of the offered Shares have been held by the Promoter Selling Shareholder for a minimum period of one year prior to the date of filing the Draft Prospectus, such period determined in accordance with Regulation 26 (6) of the SEBI ICDR Regulations.
- 3) He is the legal and beneficial owner and has full title of its respective portion of the offered Shares.
- 4) That he shall provide all reasonable co-operation as requested by our Company and the Lead Manager in relation to the completion of the Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders (as applicable) to the requisite extent of his portion of the offered Shares.
- 5) He will not have recourse to the proceeds of the Offer for Sale, until approval for final listing and trading of the Equity Shares is received from the Stock Exchanges.
- 6) He will deposit his respective portion of the offered Shares in an escrow account opened with the Share Escrow Agent prior to filing of the Prospectus with the RoC.
- 7) He shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Application in the Issue, and shall not make any payment, whether direct or indirect, whether in the nature of discounts, commission, allowance or otherwise, to any person who makes a Application in the Issue, except as permitted under applicable law;
- 8) That he will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the Lead Manager in redressal of such investor grievances that pertain to the Equity Shares held by him and being offered pursuant to the Issue.

The Promoter Selling Shareholder has authorized the Company Secretary and Compliance Officer of our Company and the Registrar to the Issue to redress any complaints received from Applicants in respect of the Offer for Sale

#### **Utilization of Net Proceeds**

Our Company specifically confirms and declares that:

- 1) All monies received out of the Issue of specified securities to public shall be credited/ transferred to separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue referred to in sub-item(i) shall be disclosed and continue to be disclosed till the time any part of the Fresh Issue proceeds remains un-utilised under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised and;
- 3) Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under the appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested



## 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. Up to 100% foreign investment under the automatic route is currently permitted in the sector of “Manufacturing”, which includes manufacture of cement and concrete products.

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 Investors”), 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; and (ii) to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.**

**The above information is given for the benefit of the Applicants. Our Company, the Promoter Selling Shareholder 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 Bid for do not exceed the applicable limits under laws or regulations.**

**SECTION X: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

**THE COMPANIES ACT, 2013**

**(INCORPORATED UNDER THE COMPANIES ACT, 2013)**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**GRETEX CORPORATE SERVICES LIMITED**

**PRELIMINARY**

The Regulations contained in Table 'F' of Schedule 1 to the Companies Act, 2013 shall apply to the Company except in so far as such regulations are inconsistent with the present Articles. In case of any contradiction between the provisions of Table 'F' and these Articles, the provisions of these Articles shall prevail.

**Interpretation**

(1) In these regulations --

- (a) "Company" means GRETEX CORPORATE SERVICES LIMITED.
- (b) "Office" means the Registered Office of the Company.
- (c) "Act" means the Companies Act, 2013, and any statutory modification thereof.
- (d) "Seal" means the Common Seal of the Company.
- (e) "Directors" means the Directors of the Company and includes persons occupying the position of the directors by whatever name called.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

**Share capital and variation of rights**

1. a. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.  
  
b. The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, --
  - (a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **Lien**

9. (i) The Company shall have a first and paramount lien –

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made –

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **Calls on shares**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

(iv) any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board –

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### **Transfer of shares**

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(iii) A common form for transfer of Shares shall be used

20. The Board may, subject to the right of appeal conferred by section 58 decline to register –

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless –

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. (i) the registration of 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 Issuer on any account whatsoever

(ii) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

#### **Transmission of shares**

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either--

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

#### **Forfeiture of shares**

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall --

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **Alteration of capital**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution, --
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
36. Where shares are converted into stock, --
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:
- Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.



37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --
- (a) its share capital;
  - (b) any capital redemption reserve account; or
  - (c) any share premium account.

#### **Capitalisation of profits**

38. (i) The Company in general meeting may, upon the recommendation of the Board, resolve --
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards --
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall -
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power --
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

### **Buy-back of shares**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### **General meetings**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### **Proceedings at general meetings**

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **Adjournment of meeting**

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting rights**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares, --
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### **Proxy**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **Board of Directors**

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

The number of directors shall not be less than three and not more than fifteen.

The following shall be the first director(s) of the company:

1. Arvind Harlalka
2. Sumit Harlalka

59. The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors.

(ii) Not less than two-thirds of the total number of Directors of the Company shall:

(a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and

(b) save as otherwise expressly provided in the said Act; be appointed by the Company in General Meeting.

Explanation:- for the purposes of this Article “total number of Directors” shall not include Independent Directors appointed on the Board of the Company. The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.

(iii) The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.

(iv) Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.

(v) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re- election.

(vi) At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.

(vii) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place.

(viii) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless :-

(a) at the meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;

(b) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;

(c) he is not qualified or is disqualified for appointment;

(d) a resolution, whether special or ordinary, is required for his appointment or reappointment by virtue of any provisions of the said Act; or

(ix) The Whole-time Directors shall not be liable to retire by rotation.

60. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them --

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

61. The Board may pay all expenses incurred in getting up and registering the company.

62. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
63. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
64. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
65. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.  
  
(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### **Proceedings of the Board**

66. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.  
  
(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
67. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.  
  
(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
68. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
69. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.  
  
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
70. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.  
  
(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
71. (i) A committee may elect a Chairperson of its meetings.  
  
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
72. (i) A committee may meet and adjourn as it thinks fit.  
  
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

73. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
74. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **Key Managerial Personnel**

75. Subject to the provisions of the Act, --
- (i) Key managerial personnel may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Key managerial Personnel so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as Key managerial personnel.
76. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **The Seal**

77. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **Dividends and Reserve**

78. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
79. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
80. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
81. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

82. (i) The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

(ii) That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law;

83. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

84. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

85. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

86. No dividend shall bear interest against the company.

#### **Accounts**

87. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### **Winding up**

88. Subject to the provisions of Chapter XX of the Act and rules made thereunder --

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### **Indemnity**

89. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



## **SECTION XI: 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 the 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 will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Office No. 13, 1<sup>st</sup> Floor, Bansilal Mansion 9-15 Homi Modi Street, Fort, Mumbai- 400 001, Maharashtra, India, from date of filing the Draft Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### **A. Material Contracts**

1. Issue Agreement dated June 10, 2021 between our Company, the Promoter Selling Shareholder and the Lead Manager.
2. Registrar Agreement dated May 18, 2021 between our Company, the Promoter Selling Shareholder and the Registrar to the Issue.
3. Underwriting Agreement dated June 10, 2021 between our Company, the Promoter Selling Shareholder, the Lead Manager and Underwriters.
4. Market Making Agreement dated June 10, 2021 between our Company, Lead Manager and Market Maker.
5. Bankers to the Issue Agreement dated [ ] between our Company, the Promoter Selling Shareholder, the Lead Manager, Banker to the Issue / Sponsor Bank and Registrar to the Issue.
6. Share Escrow Agreement dated May 18, 2021 between our Company, the Promoter Selling Shareholder, the Lead Manager and the Share Escrow Agent.
7. Tripartite agreement among the NSDL, our Company and the Registrar dated April 22, 2021.
8. Tripartite agreement among the CDSL, our Company and the Registrar dated April 27, 2021.

#### **B. Material Documents**

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Certificate of incorporation dated September 05, 2008 issued by RoC. Fresh certificate of incorporation dated May 28, 2013 issued by the RoC pursuant to change in name of our Company. Fresh certificate of incorporation dated May 12, 2021 issued by the RoC pursuant to conversion into a public limited company.
3. Resolution of the Board of Directors dated April 01, 2021 in relation to the Issue.
4. Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held with a shorter notice on April 12, 2021 in relation to the Issue.
5. The Statement of Possible Tax Benefits dated May 20, 2021 issued by the Statutory Auditor.
6. Statutory Auditor's report for Restated Financials dated June 02, 2021 included in this Draft Prospectus.
7. Consents of the Directors, Promoters, Promoter Selling Shareholder, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Lender, Lead Manager to the Issue, Legal Advisor to the Issue, Banker to our Company<sup>(1)</sup>, Banker to the Issue<sup>(1)</sup>, Registrar to the Issue, Share Escrow Agent, Underwriters and Market Maker to include their names in the Draft Prospectus to act in their respective capacities.

*<sup>(1)</sup> The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

8. Due Diligence Certificate dated [●] addressed to SEBI from Lead Manager.
9. Approval from BSE Limited vide letter dated [●] to use the name of BSE in this Offer Document for listing of Equity Shares on SME Platform of 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 provisions.

## DECLARATION

We, the undersigned, hereby certify and declare that all the relevant provisions of the Companies Act, 1956/ Companies Act, 2013 and the rule, guidelines or regulations issued by the Government of India or the guidelines or regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 1956/ Companies Act, 2013, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or rules framed or guidelines or regulations issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

### **SIGNED BY ALL THE DIRECTORS OF OUR COMPANY**

<b>NAME AND DESIGNATION</b>	<b>SIGNATURE</b>
<b>MR. ALOK HARLALKA</b> <i>Managing Director</i> DIN: 02486575	
<b>MRS. POOJA HARLALKA</b> <i>Executive Director</i> DIN: 05326346	
<b>MR. ARVIND HARLALKA</b> <i>Non Executive Director</i> DIN: 00494136	
<b>MR. ROBIN JAIN</b> <i>Independent Director</i> DIN:09008889	
<b>MR. GAUTAM GUPTA</b> <i>Independent Director</i> DIN:06740979	

### **SIGNED BY THE CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY**

**MR. ALOK HARLALKA**  
*Chief Financial Officer*  
PAN: AASPH1425L

**MR. JANIL JAIN**  
*Company Secretary & Compliance Officer*  
PAN: AQGPJ6051N

**Place:**

**Date:**

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## **DECLARATION BY THE PROMOTER SELLING SHAREHOLDER**

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Draft Prospectus about or in relation to itself and the Equity Shares being offered by it in the Issue are true and correct, provided however, that the undersigned Promoter Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or Promoter Selling Shareholder or any expert or any other person(s) in this Draft Prospectus.

**FOR BONANZA AGENCY LLP**

**Rajkumari Harlalka**  
**Designated Partner**  
**DIN: 03519046**

**Place:**

**Date:**