



by P. N. Gadgil & Sons

PNGS GARGI FASHION JEWELLERY LIMITED

CIN: U36100PN2009PLC133691

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune – 411 041, Maharashtra, India	N.A.	Ms. Bhargavi Pratih Aphale Company Secretary and Compliance Officer	info@gargibypng.com 020 – 2991 1980	www.gargibypng.com

THE PROMOTERS OF OUR COMPANY ARE MR. GOVIND VISHWANATH GADGIL AND MS. RENU GOVIND GADGIL**DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS**

Type	Fresh Issue Size	OFS Size	Total Issue Size	Eligibility 229(1) / 229(2) & share reservation among NII & RII
Fresh Issue	26,00,000 Equity Shares aggregating to ₹ 780.00 Lakhs	N.A.	26,00,000 Equity Shares aggregating to ₹ 780.00 Lakhs	The Issue is being made pursuant to Regulation 229(1) of SEBI ICDR Regulations. As the Company's post issue face value capital does not exceed ₹10.00 Crores.

OFS: Offer for sale

DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDERS

NAME	NO OF SHARES OFFERED	WACA PER EQUITY SHARE (IN ₹)
N. A.		

WACA: Weighted Average Cost of Acquisition

RISKS 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. The face value of the Equity Shares is ₹10/- each and the Issue Price is 3.00 times of the face value of the Equity Shares. The Issue Price (determined and justified by our Company in consultation with the Lead Manager as stated in “Basis for Issue Price” on page 70 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 23 of this Prospectus.


ISSUER'S ABSOLUTE RESPONSIBILITY

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


LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE i.e., BSE SME. Our Company has received ‘in-principle’ approval from the BSE for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated December 02, 2022. For the purpose of the Issue, the Designated Stock Exchange shall be BSE.

LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 SHRENI SHARES PVT LTD SHRENI SHARES PVT. LTD.	Mr. Parth Shah/Ms. Kritika Rupda	E-mail: shrenishares@gmail.com Telephone: 022 – 2808 8456

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email & Telephone
 BIGSHARE SERVICES PVT LTD	Mr. Aniket Chindarkar	E-mail: ipo@bigshareonline.com Telephone: 022 - 6263 8200

ISSUE PROGRAMME

ISSUE OPENS ON: DECEMBER 08, 2022

ISSUE CLOSSES ON: DECEMBER 13, 2022



by P. N. Gadgil & Sons

PNGS GARGI FASHION JEWELLERY LIMITED

Our company was originally incorporated as a Private Limited under the name “Resonant Consulting Private Limited” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies Pune on March 25, 2009. Subsequently, the name of our Company was changed to “P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited” vide Shareholders Resolution dated August 31, 2021 with Certificate of Incorporation pursuant to change of name issued by Registrar of Companies, Maharashtra, Pune dated September 22, 2021. Subsequently, the name of our Company was changed to “PNGS Gargi Fashion Jewellery Private Limited” vide Shareholders Resolution dated September 07, 2022 with Certificate of Incorporation pursuant to change of name issued by Registrar of Companies, Maharashtra, Pune dated September 21, 2022. Eventually, the status of our Company was changed to Public Limited and the name of our Company was changed to “PNGS Gargi Fashion Jewellery Limited” vide Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting of our Company held on September 26, 2022. The fresh Certificate of Incorporation consequent to conversion was issued on November 02, 2022 by the Registrar of Companies, Maharashtra, Pune. The Corporate Identification Number of our Company is U36100PN2009PLC133691. For further details and details of changes in the registered office of our company, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page 105 of this Prospectus.

Registered Office: S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune – 411 041, Maharashtra, India

Tel: 020 – 2991 1980; **E-mail:** info@gargibypng.com; **Website:** www.gargibypng.com

Contact Person: Ms. Bhargavi Pratish Aphale, Company Secretary and Compliance Officer

OUR PROMOTERS: MR. GOVIND VISHWANATH GADGIL AND MS. RENU GOVIND GADGIL

INITIAL PUBLIC OFFERING OF 26,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (“EQUITY SHARES”) OF PNGS GARGI FASHION JEWELLERY LIMITED (“GARGI” OR “THE COMPANY” OR “OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE OF ₹30/- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹20/- PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING ₹780.00 LAKHS (“THE ISSUE”) OF WHICH 1,36,000 EQUITY SHARES AGGREGATING TO ₹40.80 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 24,64,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹30/- PER EQUITY SHARE AGGREGATING ₹ 739.20 LAKHS (“NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.00% AND 25.59% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 166 OF THIS PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE ISSUE PRICE IS 3.0 TIMES OF THE FACE VALUE

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 Investors and the balance shall be offered to individual applicants other than Retail Individual Investors and other investors including corporate bodies or institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors 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 Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors 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” beginning on page 175 of this Prospectus. A copy of Prospectus will be filed with the Registrar of Companies as required under Section 26 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 securities of our Company. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is 3.00 times of face value per Equity Share. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager, as stated under chapter titled “Basis for Issue Price” beginning on page 70 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 23 of this Prospectus.

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE i.e., BSE SME. Our Company has received ‘in-principle’ approval from the BSE for using its name in the offer document for the listing of the Equity Shares, pursuant to letter dated December 02, 2022. For the purpose of the Issue, the Designated Stock Exchange shall be BSE.

LEAD MANAGER TO THE ISSUE**SHRENI SHARES PRIVATE LIMITED**

Office No. 102, 1st Floor, Sea Lord CHS, Ram Nagar, Borivali (West), Mumbai – 400 092, Maharashtra, India

Telephone: 022 – 2808 8456

E-mail: shrenishares@gmail.com

Investors Grievance e-mail: info@shreni.in

Website: www.shreni.in

Contact Person: Mr. Parth Shah/Ms. Kritika Rupda

SEBI Registration Number: INM000012759

REGISTRAR TO THE ISSUE**BIGSHARE SERVICES PRIVATE LIMITED**

Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai – 400 093, Maharashtra, India

Telephone: 022 - 6263 8200

E-mail: ipo@bigshareonline.com

Investors Grievance e-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

Contact Person: Mr. Aniket Chindarkar

SEBI Registration Number: INR000001385

ISSUE PROGRAMME

ISSUE OPENS ON: DECEMBER 08, 2022

ISSUE CLOSES ON: DECEMBER 13, 2022

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, 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 Prospectus, but not defined herein shall have, to the extent applicable, the meaning ascribed to such terms under SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Possible Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigations and Material Developments*”, “*Key Industry Regulations and Policies*” and section titled “*Main Provisions of the Articles of Association*” on page 72, 128, 140, 99 and 197 respectively of this Prospectus, shall have the meanings ascribed to such terms in the respective sections.

GENERAL TERMS

Term	Description
Gargi / The Company / Our Company / The Issuer/ PNGS Gargi Fashion Jewellery Limited	PNGS Gargi Fashion Jewellery Limited, a company incorporated under the Companies Act, 1956 having its registered office at S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune – 411 041, Maharashtra, India
We / us / our	Unless the context otherwise indicates or implies, refers to our Company
you / your / yours	Prospective Investors in this Issue

COMPANY RELATED TERMS

Term	Description
AoA / Articles / Articles of Association	The Articles of Association of our Company, as amended from time to time
Audit Committee	The Audit Committee of our Company, constituted on November 03, 2022 in accordance with Section 177 of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 109 of this Prospectus
Auditors / Statutory Auditors / Peer Review Auditors	The Statutory Auditors of our Company, currently being M/s Khandelwal Jain & Associates, Chartered Accountants, having their office at 1st Floor, Alankar Cinema Building, Near Railway Station, Pune – 411 001, Maharashtra, India
Bankers to our company	ICICI Bank Limited
Board of Directors / Board / Directors (s)	The Board of Directors of PNGS Gargi Fashion Jewellery Limited, including all duly constituted Committees thereof as the context may refer to
Chairman / Chairperson	The Chairman / Chairperson of Board of Directors of our Company being Mr. Govind Vishwanath Gadgil
Chief Financial Officer / CFO	The Chief Financial Officer of our Company is Mr. Vishwas Laxmikant Honrao
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Ms. Bhargavi Pratish Aphale
Corporate Identification Number / CIN	U36100PN2009PLC133691
Equity Shares	Equity Shares of our Company of Face Value of ₹10/- each fully paid-up
Equity Shareholders / Shareholders	Persons / entities holding Equity Share of our Company
Executive Directors	Executive Directors are the Managing Director & Whole Time Directors of our Company
Group Companies	In terms of SEBI ICDR Regulations, the term “ <i>Group Companies</i> ” includes companies (other than our Promoters and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board,

Term	Description
	in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Companies</i> ” beginning on page 125 of this Prospectus
Independent Director(s)	Independent Directors on the Board, and eligible to be appointed as an Independent Director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to chapter titled “ <i>Our Management</i> ” beginning on page 109 of this Prospectus
ISIN	International Securities Identification Number. In this case being INE0NT601018
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, together with the Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 109 of this Prospectus
Materiality Policy	The policy adopted by our Board on November 07, 2022 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Manager	The Manager of our Company being Mr. Prasad Prabhakar Ghodke
MOA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on November 03, 2022 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 109 of this Prospectus
Non-Executive Director	A Director not being an Executive Director or is an Independent Director
Promoters	The Promoters of our Company are Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil
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> ” beginning on page 121 of this Prospectus
Registered Office	The Registered Office of our Company situated at S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune – 411 041, Maharashtra, India
Registrar of Companies / RoC	Registrar of Companies, Pune situated at PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411 044, Maharashtra, India
Restated Financial Statements	Restated Financial Statements of our Company as at and for the period ended September 30, 2022 and Financial Years ended on 2022, 2021 and 2020 (prepared in accordance with the Ind AS and restated in accordance with requirements of Section 26 of Part I of Chapter III of Companies Act 2013, as amended, the SEBI ICDR Regulations, as amended and the Guidance Note on “ <i>Reports in Company Prospectuses (Revised 2019)</i> ” issued by ICAI, as amended) which comprises the restated summary Statement of Assets & Liabilities, the restated summary Statement of Profit and Loss (including other comprehensive income), the restated summary Statement of Cash Flows and restated statement of change in equity along with all the schedules, annexures and notes thereto
Stakeholders’ Relationship Committee	The Stakeholders’ Relationship Committee of our Company, constituted on November 03, 2022 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “ <i>Our Management</i> ” beginning on page 109 of this Prospectus

ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under SEBI ICDR Regulations and appended to the Application Forms
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allot / Allotment / Allotted / Allotment of Equity shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue 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
Allotment Date	Date on which the Allotment is made
Allottees	The successful applicant to whom the Equity Shares are being / have been allotted

Term	Description
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus. All the applicants should make application through ASBA only
Application lot	4,000 Equity Shares and in multiples thereof
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of this 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	Account maintained with an SCSB which may be blocked by such SCSB 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 of 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	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 Issue	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 ICICI Bank Limited
Banker(s) to the Issue and Sponsor Bank Agreement	Agreement dated December 01, 2022, entered into between our Company, 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 “ <i>Issue Procedure</i> ” beginning on page 175 of this Prospectus
Broker Centres	Broker Centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker are available on the respective websites of the Stock Exchange
BSE SME	SME Platform of BSE for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client identification number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
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)
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the ASBA Forms and in case of RIIs only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the website of the Stock Exchange at www.bseindia.com

Term	Description
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 Market Maker	Shreni Shares Private 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
Designated Locations	RTA 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 websites of the Stock Exchange
Designated Branches	SCSB Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Exchange	Stock BSE SME
Draft Prospectus	The Draft Prospectus issued in accordance with the SEBI ICDR Regulations which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda thereto
Eligible NRI(s)	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the ASBA Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares and who have opened dematerialized accounts with SEBI registered qualified depository participants
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation to participate in the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to Equity Shares issued thereby, and who have opened dematerialized accounts with SEBI registered qualified depository participants, and are deemed as FPIs under SEBI FPI Regulations
First Applicant	Applicant whose name shall be mentioned in the Application Form or the Revision Form and in case of joint applications, whose name shall also appear as the first holder of the beneficiary account held in joint names
Foreign Institutional Investors/ FII	Foreign Institutional Investor (as defined under SEBI FII Regulations) registered with SEBI under applicable laws in India
Foreign Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under SEBI FPI Regulations

Term	Description
General Information Document or 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, circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, and the UPI Circulars, as amended from time to time. The General Information Document is available on the websites of the Stock Exchange and the LM
Issue	The Initial Public Offer of 26,00,000 Equity Shares of face value of ₹10/- each for cash at a price of ₹30/- per Equity shares (including premium of ₹20/-per Equity Share) aggregating to ₹780.00 Lakhs
Issue Agreement	The agreement dated November 18, 2022, and addendum dated December 01, 2022 entered amongst our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing date	The date on which the Issue closes for subscription being December 13, 2022
Issue Opening date	The date on which the Issue opens for subscription being December 08, 2022
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their applications inclusive of any revision thereof. Provided however that the applications shall be kept open for a minimum of three (3) Working Days for all categories of applicants. Our Company, in consultation with the Lead Manager, may decide to close applications by QIBs One (1) day prior to the Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Issue Opening Date was published
Issue Price	The price at which the Equity Shares are being issued by our Company and in consultation with the Lead Manager under this Prospectus being ₹30/- per Equity share.
Issue Proceeds	The gross proceeds of the Issue which shall be available to our Company, based on the total number of Equity Shares Allotted at the Issue Price. For further information about use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” beginning on page 65 of this Prospectus
LM / Lead Manager	Lead Manager to the Issue, in this case being Shreni Shares Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE
Lot Size	The Market lot and Trading lot for the Equity Share is 4,000 and in multiples of 4,000 thereafter; subject to a minimum allotment of 4,000 Equity Shares to the successful applicants
Market Maker Reservation Portion	The Reserved portion of 1,36,000 Equity shares of ₹10/- each at an Issue Price of ₹30/- aggregating to ₹40.80 Lakhs for Designated Market Maker in the Public Issue of our Company
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated November 25, 2022 and addendum dated December 01, 2022
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=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. The mobile applications which may be used by RIIs to submit applications using the UPI Mechanism as provided under ‘Annexure A’ for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Net Issue	The Net Issue (excluding Market maker portion) of 24,64,000 Equity Shares of ₹10/- each at price of ₹30/-] per Equity Shares aggregating to ₹739.20 Lakhs
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” beginning on page 65 of this Prospectus

Term	Description
Non - Institutional Investor	All Investors including FPIs that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for a cumulative amount more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs registered with SEBI and FVCIs registered with SEBI
OCB / Overseas Corporate Body	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue. (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 the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.)
Person / Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 containing, inter alia, the Issue opening and closing dates and other information
Public Issue Account	Account opened with Bankers 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
Qualified Institutional Buyers / QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
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. Refunds through NECS, NEFT, direct credit, NACH or RTGS, as applicable
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited
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 / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Registrar Agreement	The agreement dated November 25, 2022 among our Company 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
Retail Individual Investors / RIIs	Individual Applicants or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹2,00,000 in this Issue
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). QIB Applicants and Non-Institutional Investors 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 Investors can revise their Application during the Issue Period or withdraw their Applications until Issue Closing Date

Term	Description
Self-Certified Syndicate Bank(s) / SCSBs	The banks registered with SEBI, offering services, 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 www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time, and in relation to RIIs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
Specified Locations	Centres where the Syndicate shall accept ASBA Forms from Applicants and in case of RIIs only ASBA Forms with UPI
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being ICICI Bank Limited
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	The Underwriters in this case are Shreni Shares Private Limited
Underwriting Agreement	The Agreement among the Underwriters and our Company dated November 25, 2022
Unified Payments Interface / UPI	The instant payment system developed by the National Payments Corporation of India
UPI Circulars	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with 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/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 02, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way 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. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors, using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time
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

Term	Description
UPI PIN	Password to authenticate UPI transaction
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	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 any day, 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 the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI circular number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, including the UPI Circulars

INDUSTRY RELATED TERMS

Term	Description
AI	Artificial Intelligence
BCG	Boston Consulting Group
BSNL	Bharat Sanchar Nigam Limited
CAD	Current Account Deficit
CAGR	Compound Annual Growth Rate
CEPA	Comprehensive Partnership Agreement
COVID-19	Coronavirus Disease
CPI	Consumer Price Index
DoS	Department of Space
DPIIT	Department for Promotion of Industry and Internal Trade
FDI	Foreign Direct Investment
FPIs	Foreign Portfolio Investors
FTA	Free Trade Agreements
GDP	Gross Domestic Product
GJC	All India Gem and Jewellery Domestic Council
GJEPC	Gem & Jewellery Export Promotion Council
G-Secs	Government Securities
GST	Goods and Services Tax
IBM	International Business Machines
IGJS	International Gems and Jewellery Show
IIP	Index of Industrial Production
IMF	International Monetary Fund
IndAus ECTA	India-Australia Economic Cooperation and Trade Agreement
ME&A	Middle East and Africa
NaBFID	National Bank for Financing Infrastructure and Development
NARCL	National Asset Reconstruction Company Limited
PE-VC	Private Equity - Venture Capital
PLI	Productivity Linked Incentive
PMLA	Prevention of Money Laundering Act
PPP	Purchasing Power Parity
SEZ	Special Economic Zones
UAE	United Arab Emirates
UK	United Kingdom
US	United States
USA	United States of America
VBSMs	Virtual Buyer-Seller Meets
WEO	World Economic Outlook

CONVENTIONAL TERMS / ABBREVIATIONS

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949
BN	Billion
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
CARO	Companies (Auditor's Report) Order, 2016, as amended
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 Foreign Portfolio Investor(s) / Category II FPIs	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s) / Category III FPIs	FPIs who are registered as "Category III Foreign Portfolio Investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFPI	Consumer Food Price Index
CFO	Chief Financial Officer
CGST Act	Central Goods and Services Tax Act, 2017
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
CSR	Corporate Social Responsibility
CST	Central Sales Tax
COVID – 19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CPI	Consumer Price Index
CY	Calendar Year
Depositories	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, CDSL and NSDL
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM/ EoGM	Extra-ordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
EPFO	Employees' Provident Fund Organization
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952

Term	Description
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non-Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FTP	Foreign Trade Policy
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI / Government	Government of India
GST	Goods & Services Tax
HNIIs	High Net worth Individuals
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST Act	Integrated Goods and Services Tax Act, 2017
IMF	International Monetary Fund
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
IPO	Initial Public Offering
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISO	International Organization for Standardization
IST	Indian Standard Time
KM / Km / km	Kilo Meter
KMP	Key Managerial Personnel
Ltd	Limited
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	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
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account

Term	Description
NRO Account	Non-Resident Ordinary Account
NECS	National Electronic Clearing Service
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OPC	One Person Company as defined under section 2(62) of The Companies Act, 2013
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
PMI	Purchasing Managers' Index
PPP	Purchasing power parity
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	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
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
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
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, 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	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI MB Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI PIT Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
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 Act	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST Act	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.
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VAT	Value Added Tax

Term	Description
VC	Venture Capital
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WIP	Work in process
Wilful Defaulter(s) or a Fraudulent Borrower	Wilful defaulter or a Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WHO	World Health Organization
WEO	World Economic Outlook
YoY	Year on Year

PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

CERTAIN CONVENTIONS

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

Unless otherwise specified, any time mentioned in this Prospectus is in Indian Standard Time ("IST").

Unless indicated otherwise, all references to a year in this Prospectus are to a calendar year.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus. In this Prospectus, our Company has presented numerical information in "lakhs" units. One lakh represents 1,00,000.

FINANCIAL DATA

Unless stated otherwise, the financial statements in this Prospectus are derived from our Restated Financial Statements. The Restated Financial Statements comprises of the restated statement of assets and liabilities as at the period ended September 30, 2022 and the financial years ended March 31, 2022, March 31, 2021, March 31, 2020 and the restated statement of profit and loss (including other comprehensive income), the restated statement of cash flows and the restated statement of changes in equity for the period ended September 30, 2022 and the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 and the summary of significant accounting policies and explanatory notes, prepared in terms of the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; the SEBI ICDR Regulations, as amended and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further information, see please refer section titled "*Restated Financial Statements*" beginning on page 128 of this Prospectus.

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

Our Company's financial year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12-month period ended on March 31 of that year. Unless stated otherwise, or the context requires otherwise, all references to a "year" in this Prospectus are to a calendar year.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the Restated Financial Statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 23, 89 and 132 respectively, of this Prospectus, and elsewhere in this Prospectus have been calculated on the basis of the "*Restated Financial statements*" of our Company as beginning on page 128 of this Prospectus.

CURRENCY AND UNITS OF PRESENTATION

All references to "Rupees", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "US\$" or "US Dollars" or "USD" are to United States Dollars, the official currency of the United States of America, EURO or "€" are Euro currency.

All references to the word "Lakh" or "Lac", means "One hundred thousand" and the word "Million" means "Ten Lakhs" and the word "Crore" means "Ten Million" and the word "Billion" means "One thousand Million".

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

This Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be

construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

DEFINITIONS

For definitions, please refer the chapter titled “*Definitions and Abbreviations*” beginning on page 1 of this Prospectus. In the section titled “*Main Provisions of the Articles of Association*” beginning on page 197 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

INDUSTRY AND MARKET DATA

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government 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 and underlying assumptions are not guaranteed and their reliability cannot be assured.

Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical 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 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 industries in India in which our Company operates 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:

- Current and continuing impact of the COVID-19 pandemic on our business;
- Inability to maintain and develop our brand;
- Inability to identify customer demand accurately and maintain an optimal level of inventory in the showrooms;
- Fluctuations in operating costs;
- Adverse statutory and regulatory actions from Income Tax Department or any other statutory or regulatory authority;
- Any adverse developments affecting Maharashtra, where our showrooms are located mostly;
- Disruptions at third-party production or manufacturing facilities or failure of third parties to adhere to the relevant quality standards;
- Inability to effectively manage or expand our retail network or operations or pursue our growth strategy;
- Conflict of interest between our business and activities undertaken by entities in which certain of our directors and our Promoters have interest;
- Inability to comply conditions and restrictions on our operations, additional financing and capital structure under agreements governing our indebtedness;
- Any qualifications or other observations made by our future statutory auditors which may affect our results of operations;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussions of factors that could cause our actual results to differ, please refer the section titled “Risk Factors” and chapter titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 23, 89, and 132 of this Prospectus, respectively.

By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward-looking statements reflect the current views as of the date of this Prospectus and are not a guarantee of future performance.

Neither our Company, our Directors, our Promoters, 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 Prospectus until the time of the grant of listing and trading permission by the Stock Exchange.

SECTION II - SUMMARY OF OFFER DOCUMENT

SUMMARY OF OUR BUSINESS

We are engaged in the retail business of costume and fashion jewellery under the brand name “Gargi by P. N. Gadgil & Sons” launched in 2021 under the artificial jewellery segment. We deal in 92.5% certified sterling silver jewellery and brass jewellery, idols and other silverware and related gift items. We offer a wide range of products from artificial jewellery segment for special occasions such as weddings and festivals to daily-wear jewellery for all ages, genders and across various price points.

For more details, please refer chapter titled “Our Business” beginning on page 89 of this Prospectus.

SUMMARY OF OUR INDUSTRY

We operate in Costume Jewellery Industry. For more details, please refer chapter titled “Industry Overview” beginning on page 75 of this Prospectus.

OUR PROMOTERS

The promoters of our company are Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil.

SIZE OF ISSUE

Issue	26,00,000 Equity shares of ₹10/- each for cash at a price of ₹30/- per Equity shares aggregating to ₹780.00 Lakhs
Of which:	
Market Maker Reservation Portion	1,36,000 Equity shares of ₹10/- each for cash at a price of ₹30/- per Equity shares aggregating to ₹40.80 Lakhs
Net Issue	24,64,000 Equity shares of ₹10/- each for cash at a price of ₹30/- per Equity shares aggregating to ₹739.20 Lakhs

For further details, please refer to chapter titled “Terms of the Issue” beginning on page 166 of this Prospectus.

OBJECTS OF THE ISSUE

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

(₹ in Lakhs)

Sr No	Particulars	Amount
1.	Funding Working Capital Requirements	550.00
2.	General Corporate Purpose	176.95
	Total	726.95

For further details, please refer to chapter titled “Objects of the Issue” beginning on page 65 of this Prospectus.

PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP AS A PERCENTAGE OF THE PAID-UP SHARE CAPITAL OF THE COMPANY

Set forth is the Pre-Issue shareholding of our Promoters, Promoter group as a percentage of the paid-up share capital of the Company:

Particular	Pre-Issue	
	Number of Shares	Percentage (%) holding
Promoters		
Mr. Govind Vishwanath Gadgil	31,14,992	44.32%
Ms. Renu Govind Gadgil	31,14,992	44.32%
Promoter Group		
Mr. Amit Yeshwant Modak	2,19,131	3.12%
Ms. Anjali Vishwanath Gadgil	1,33,224	1.89%
Mr. Aditya Amit Modak	1,25,900	1.79%
Mr. Shrikant Digambar Kuber	106,588	1.52%
Mr. Satish Digambar Kuber	106,588	1.52%

Particular	Pre-Issue	
	Number of Shares	Percentage (%) holding
Mr. Prafulla Dharamraj Wagh	106,588	1.52%
Total	70,28,003	100.00%

SUMMARY OF RESTATED FINANCIAL STATEMENTS

(₹ in lakhs other than share data)

Particulars	For the period ended September 30, 2022	For the year ended March 31		
		2022	2021	2020
Share Capital	251.00	1.00	1.00	1.00
Net worth [#]	1,072.71	109.50	1.62	1.28
Total Revenue ^{\$}	1,189.18	593.94	0.63	-
Profit after Tax	213.17	110.53	0.35	(0.10)
Earnings per share (Basic & diluted) (Pre-Bonus) (₹) [@]	88.00	1,105.30	3.46	(0.99)
Earnings per share (Basic & diluted) (Post Bonus) (₹) [@]	4.48	394.75	1.23	(0.35)
Net Asset Value per Equity Share (Pre Bonus) (₹) [*]	442.83	1,095.04	16.24	12.78
Net Asset Value per Equity Share (Post Bonus) (₹) [*]	22.53	391.09	5.80	4.56
Total borrowings	-	531.28	0.36	0.36

[#]Net Worth = Restated Equity Share Capital plus Other Equity minus Deferred Tax Assets

^{\$}Total Revenue = Restated Revenue from operations plus Restated Other Income

[@] Earnings per share (Basic & diluted) = Restated profit for the period divided by Restated weighted average number of Equity Shares outstanding during the period

^{*}Net Asset Value per Equity Share = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period

Note: Our Company had issued Rights Equity Shares on September 15, 2022 and bonus equity shares post the balance sheet date of September 30, 2022.

QUALIFICATIONS OF AUDITORS

The Restated Financial Statements do not contain any qualifications which have not been given effect in the restated financial statements.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

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

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	NA	NA	NA	NA	NA
Directors						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	2	NA	NA	NA	Unascertained
Promoters						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	11*	NA	NA	1#	38.10
Subsidiaries						
By Subsidiaries	NA	NA	NA	NA	NA	NA

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Against Subsidiaries	NA	NA	NA	NA	NA	NA
Group Companies						
By Group Companies	NA	NA	NA	NA	NA	NA
Against Group Companies	NA	8\$	NA	NA	NA	548.60\$

*Includes 4 matters against our Promoter cum Director. However, matters against him have not been included under Director Classification to avoid repetition.

3 separate petitions are pending in the matter. However, all being connected to a single matter, have been taken as 1 matter.

\$ includes 5 (amount attributed INR 426.58 Lakhs) matters against the group company when it was a partnership firm.

For further details, please refer chapter titled “Outstanding Litigations and Material Developments” beginning on page 140 of this Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled “Risk Factors” beginning on page 23 of this Prospectus.

SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

As per Restated Financial Statements, no contingent liability exists for the period ended on September 30, 2022 and financial year ended on March 31, 2022, 2021, and 2020.

For details, please refer to Section titled “Restated Financial Statements” beginning on page 128 of this Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

In compliance with Ind AS-24 – “Related Party Disclosures”, as notified under Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 the required disclosures are given in the table below:

A. Name of related parties: -

Key Managerial Personnel ('KMP')	Govind Vishwanath Gadgil (Director)
	Amit Yeshwant Modak (Director)
	Aditya Amit Modak (Director)
	Vishwas Vasant Bokil (Director upto 15 th September,2022)
	Shailesh Sharad Bagaitkar (Director upto 15 th September,2022)
	Bhargavi Pratish Aphale (Company Secretary appointed w.e.f. 1 st October 2022)
	Vishwas Laxmikant Honrao (Chief Financial Officer appointed w.e.f. 1 st October 2022)
	Sweta Ashish Khandelwal (Additional Independent Director appointed w.e.f. 3 rd November,2022)
	Ashok Namdeo Gokhale (Additional Independent Director appointed w.e.f. 3 rd November,2022)
	Ranjeet Sadashiv Natu (Additional Independent Director appointed w.e.f. 3 rd November,2022)
	Prasad Prabhakar Ghodke (Manager appointed w.e.f. 3 rd November,2022)
Relative of KMP	Renu Govind Gadgil
	Anjali Vishwanath Gadgil
	Vaishali Shailesh Bagaitkar (Relative upto 15 th September,2022)

	Smita Vishwas Bokil (Relative upto 15 th September,2022)
Enterprise over which KMP(s) or their relatives have control/significant influence	P N Gadgil and Sons Ltd.
	P. N. Gadgil Art & Culture Foundation
	Gadgil Metals & Commodities
	Bhide Gadgil Associates
	Puneet Shares and Finance Private Limited
	Shree Construction Company
	Bhide Gadgil Developers
	Govind Vishwanath Gadgil (HUF)

B. Transactions with Related Party: -

Sr. No.	Nature of Transactions	For the Period ended Sep 30,2022	For the year ending March 31, 2022	For the year ending March 31, 2021	For the year ending March 31, 2020
I	Govind Vishwanath Gadgil				
	Repayment of Unsecured Loan	440.71	-	-	-
	Acceptance of Unsecured Loan	-	440.71	-	-
	Interest on Unsecured Loan	8.17	0.96	-	-
	Issue of Right Shares	332.25	-	-	-
	Closing Balance	-	-	-	-
	-Unsecured Loan	-	440.71	-	-
II	Renu Govind Gadgil				
	Repayment of Unsecured Loan	90.21	-	-	-
	Acceptance of Unsecured Loan	-	90.21	-	-
	Interest on Unsecured Loan	2.17	0.80	-	-
	Issue of Right Shares	332.25	-	-	-
	Rent and Maintenance Charges	2.50	-	-	-
	Closing Balance	-	-	-	-
	-Unsecured Loan	-	90.21	-	-
III	Amit Yeshwant Modak				
	Issue of Right Shares	23.48	-	-	-
IV	Aditya Amit Modak				
	Issue of Right Shares	13.49	-	-	-
	Sales	0.01	-	-	-
V	Anjali Vishwanath Gadgil				
	Issue of Right Shares	14.27	-	-	-
VI	Vishwas Vasant Bokil				
	Repayment of Unsecured Loan	0.18	-	-	-
	Reimbursement of expense	0.15	-	-	-
	Professional fees	-	0.50	-	-
	Closing Balance:				
	Unsecured Loan	-	0.18	0.18	0.18
	Payable for Services	0.22	0.22	0.27	0.27
VII	Shailesh Sharad Bagaitkar				
	Repayment of Unsecured Loan	0.18	-	-	-
	Closing Balance:				
	Unsecured Loan	-	0.18	0.18	0.18
	Payable for Services	0.27	0.27	0.27	0.27

Sr. No.	Nature of Transactions	For the Period ended Sep 30,2022	For the year ending March 31, 2022	For the year ending March 31, 2021	For the year ending March 31, 2020
VIII	P. N. Gadgil and Sons Ltd				
	Purchases	6.74	638.16	-	-
	Sales	10.63	2.53	-	-
	Reimbursement paid	1.51	1.23	-	-
	Reimbursement received	0.09	-	-	-
	Receivable for Gratuity Obligation	-	9.20	-	-
	Space Facility Charges	16.98	-	-	-
	Commission	113.52	-	-	-
	Collection of Sales Revenue for Company	45.66	-	-	-
	Collection of Sales Revenue by Company	10.70	-	-	-
	Closing Balance				
	- (Other Payables)/Other Receivables	(13.74)	8.09	-	-
IX	P. N. Gadgil Art & Culture Foundation				
	Collection of Sales Revenue by Company	9.61	-	-	-
	Closing Balance				
	- (Other Payables)/Other Receivables	(0.36)	-	-	-
X	Smita Bokil				
	Closing Balance Credit/ (Debit)				
	-Payable for services	-	-	-	0.28
XI	Vaishali Bagaitkar				
	Closing Balance Credit/ (Debit)				
	-Payable for services	-	-	-	0.28

Note – All arrangements/transaction entered into by the company with its related parties during the years were in the ordinary course of business and on an arm's length basis.

For details, please refer to chapter titled “*Restated Financial Statements*” beginning on page 128 of this Prospectus.

FINANCING ARRANGEMENTS

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

WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS

The weighted average cost of acquisition of Equity Shares by our Promoters in the last one (1) year preceding the date of this Prospectus is set forth in the table below:

S. No.	Name of the Promoters	No of Equity Shares held	Weighted Average cost of Acquisition (in ₹)*
1.	Mr. Govind Vishwanath Gadgil	31,09,995	10.68
2.	Ms. Renu Govind Gadgil	31,09,995	10.68

*As certified by M/s Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated November 27, 2022.

AVERAGE COST OF ACQUISITION OF PROMOTERS

The average cost of acquisition of Equity Shares by our Promoters is set forth in the table below:

S. No.	Name of the Promoters	No of Equity Shares held	Average cost of Acquisition (in ₹)*
1.	Mr. Govind Vishwanath Gadgil	31,14,992	16.67
2.	Ms. Renu Govind Gadgil	31,14,992	16.67

**As certified by M/s Khandelwal Jain & Associates, Chartered Accountants, by way of their certificate dated November 27, 2022.*

DETAILS OF PRE-IPO PLACEMENT

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

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE (1) YEAR

Except for the Bonus Issue of 45,18,003 Equity Shares, our company has not issued Equity Shares for consideration other than cash in the one (1) year preceding the date of this Prospectus.

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 (1) year preceding the date of this Prospectus.

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION III – RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. Investors should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. 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, cash flows and financial condition could suffer, the price of the Equity Shares could decline, and you may lose all or part of your investment. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue including the merits and risks involved. Investors should consult their tax, financial and legal advisors about particular consequences to them of an investment in the Issue. The risk factors set forth below do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, such financial impact cannot be disclosed in such risk factors. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment.

This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. See chapter titled “Forward Looking Statements” beginning on page 15 of this Prospectus.

To obtain a better understanding of our business, you should read this chapter in conjunction with other chapters of this Prospectus, including the chapters titled “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Restated Financial Statements” on page 89, 132, 75 and 128 respectively of this Prospectus, together with all other Restated Financial Statements contained in this Prospectus. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus.

Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020 as included in “Restated Financial Statements” beginning on page 128 of this Prospectus.

MATERIALITY

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

- Some events may have material impact quantitatively;
- Some events may have material impact qualitatively instead of quantitatively.
- Some events may not be material individually but may be found material collectively.
- Some events may not be material at present but may be having material impact in future.

BUSINESS RELATED RISKS

1. *There are outstanding litigations pending against our directors, promoters and group companies, which, if determined adversely, could affect our operations.*

Cases against our Directors and Promoters:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Other Litigation – Taxation	6	38.10

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
	7	Unascertained
Other Litigation	1	Unascertained

Cases against our Group Companies:

Nature of Cases	No of Outstanding Cases	Amount involved (In Lakhs)
Criminal Complaints	--	--
Statutory/ Regulatory Authorities	--	--
Taxation Matters	8#	548.60\$
Other Litigation	--	--

three petitions filed in respect of the matter of local body tax have been considered as 1 as they pertain to same matter.

\$includes 5 (amount attributed INR 426.58 Lakhs) matters against the group company when it was a partnership firm.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. Also documents related to some of these cases are not available in records of the Company, hence the information related to them are not ascertainable. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 140 of this Prospectus.

2. *The strength of our brand is crucial to our success, and we may not succeed in continuing to maintain and develop our brand.*

We consider our “*Gargi by P.N. Gadgil & Sons*” brand to be very important for our business. Our business and results of operations are influenced by the strength of our brand, including the level of consumer recognition and perception of our brand. The strength of our brand depends on factors such as our growth, our product designs, the materials used to make our products, the quality of our products, the distinct character and presentation of our products as well as the presentation and layout of our outlets. Public communication activities such as advertising, public relations and marketing as well as the general perception of our business also impact our brand. Failure to manage any of the above factors or failure of our promotion and other activities to differentiate and further strengthen our brand could adversely affect the value and perception of our brand and our ability to maintain existing customers and attract new customers, and, as a result, have a material adverse effect on our business, results of operations and financial condition. Due to the competitive nature of the market in which we operate, if we do not continue to develop our brand and products, we may fail to attract customers required to continue growing our business. Developing, promoting and positioning our brand will depend largely on the success of our marketing and merchandising efforts, the relationships we have with our customers and our ability to provide a consistent, high-quality experience for our customers. In particular, we may face brand dilution to the extent we fail to develop, promote and position our brand effectively and consistently with respect to new products or any new product categories. To promote our brand and products, we have incurred, and expect to continue to incur, expenses related to advertising and other marketing efforts. However, there can be no assurance that our advertising or marketing efforts are or will be successful and result in increased sales. Furthermore, there can be no assurance that our marketing efforts will succeed in maintaining our brand and its perception with customers. A critical component of our brand promotion strategy is maintaining the quality of our products and of the experience customers associate with our brand. Our ability to provide a high-quality experience for our customers depends on internal and external factors, such as, the reliability and performance of the manufacturers who produce our jewellery and our employees and staff at our POS Counters. We rely on sales executives provided by P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation at the showrooms to promote and sell our products in an environment that is consistent with the perception and reputation of our brand. Any failure to maintain our uniform company standards and brand positioning could damage the market perception of our brand and could have a negative impact on the experience of our customers, which in turn could impact our reputation, results of operations and business operations.

3. *Our ability to attract customers is dependent on the success and visibility of our POS Counters at various stores of P.N. Gadgil & Sons Limited.*

We have entered into agreement with P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation for providing space facilities and infrastructure facilities for our 30 POS counters located at multiple stores across the states of Maharashtra, Gujarat and Karnataka. We endeavour to have 30 POS Counters in optimal locations and generally consider a relevant location’s demographics, spending capacity, economic conditions and cost-benefit analysis. Store locations may

become unsuitable, and our sales volume and customer traffic generally may be slowed, by, among other things: economic downturns in a particular area; competition from nearby jewellery companies; changing consumer demographics in a particular market; changing lifestyle choices of consumers in a particular market; government imposed lockdowns due to pandemics, such as COVID-19; and the popularity of other businesses located near the stores in which we may have POS Counters. Given our dependence on customers visiting our counters, our success is partially dependent upon the continued popularity of particular locations. Changes in areas around our store locations that result in reductions in customer traffic or otherwise render the locations unsuitable could result in reduced sales volume, which could materially and adversely affect our business, financial condition and results of operations.

4. *Any failure of or disruption to our information technology systems could adversely impact our business and operations.*

We rely on our information technology systems to provide us with connectivity across our business functions and stores through our software, hardware and network systems. Our business processes are IT-enabled.

We are also susceptible to potential hacking or other breaches of our IT systems. Although we have anti-virus and anti-hacking measures in place, we cannot assure you that we can successfully block and prevent all hacking or other breaches. As a result, failure to protect against technological disruptions of our operations could materially and adversely affect our business, financial condition and results of operations. We also maintain significant amounts of customer data that we collect in order to promote our brand and direct targeted advertisements to potential customers. Any breach of our IT systems or misuse by employees could result in the loss or disclosure of confidential information, damage to our reputation, litigation or other liabilities.

We utilise an enterprise resource planning (“ERP”), system to assist in managing our operations. Any delay or disruption in our IT systems, including our ERP system, could have a material adverse effect on our business, financial condition and results of operations. Further, any failure, disruption or manipulation of our tagging system could disrupt our ability to track, record and analyze sales of our products, which could have a material adverse effect on our business.

We also have an e-commerce platform, www.gargi.shop, for online shopping experience we provide to our customers. Many of our control systems are dependent on third-party software and technology. Our website and third-party software may be subject to damage, software errors, computer viruses, security breaches and the delayed or failed implementation of new updates. Damage or interruption to our third-party and other control systems may require a significant investment to fix or replace them, and we may suffer interruptions in our operations as a result.

5. *There have been instances of delays/ non-filing/ non-compliance in the past with certain statutory authorities with certain provision of statutory regulations applicable to us. If the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.*

In the past, there have been some instances of delays/ non-filing/ non-compliance in the past with certain statutory authorities with certain provision of statutory regulations applicable to us such as delay in filing of Annual Returns and Financial Statements for the F.Y 2009-2010 and 2010-11. There has been delay in filing of Financial Statements for the F.Y 2012-13. We have made delay in filing of Form 32 for the resignation of directors on March 30, 2011. Our company has also made delay in filing of Form ADT-1 for appointment of statutory auditors for F.Y. 2011-12, 2013-14 and 2014-19. We have also delayed in filing of Form 23 for the resolutions passed for Holding of office or place of profit by Mr. Shailesh Bagaitkar and Mr. Vishvas Bokil, Director of the Company for September 16, 2010. We have also delayed in filing Form 18 for change in registered office in April 01, 2011. Further we have filed Form CFSS-2020 for Application for issue of immunity certificate under the Companies Fresh Start Scheme (CFSS), 2020 for Form DPT-3 for the F.Y 2019-20.

While no legal proceedings or regulatory action has been initiated against our Company in relation to such non-compliance or instances of non-filings or incorrect filings or delays in filing statutory forms with the RoC as of the date of this Prospectus, we cannot assure you that such legal proceedings or regulatory actions will not be initiated against our Company in future and we cannot assure you that we will not be subject to penalties imposed by concerned regulatory authorities in this respect. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected.

6. *We may fail to protect our jewellery designs.*

We change our jewellery designs on a regular basis and do not register such designs under the Design Act, 2000. As such, it would be difficult for us to enforce our intellectual property rights in our designs, and if our competitors copy our designs, in particular the designs of our products available on our website or the designs given to third-party suppliers, it could lead to a loss of revenue, which could adversely affect our results of operations and financial condition. If our suppliers produce

the same or similar jewellery for our competitors, our customers may no longer purchase our jewellery or look to our competitors for similar jewellery, which could negatively impact our results operations and financial condition. Additionally, designs developed by us may inadvertently infringe on the intellectual property rights of third parties, which may expose us to legal proceedings. Thus, we are susceptible to litigation for infringement of intellectual property rights in relation to such designs. This could materially and adversely affect our reputation, results of operations and financial condition.

7. *We have a limited operating and financial history, which makes it difficult to accurately assess our future growth prospects.*

Our Company was incorporated on March 25, 2009 and commenced operations from the retail business of costume jewellery in December 2021. For further information, see “*History and Certain Corporate Matters*” beginning on page 105 of this Prospectus. Consequently, our financial statements, including the details of our revenue from operations, expenses, profit and loss account, as set out in the chapter titled “*Restated Financial Statements*” beginning on page 128 of this Prospectus, reflects the figures from December 2021 onwards for the FY ending on March 31, 2022. As such, we have a very limited operating history, and our success is dependent on our ability to effectively implement our businesses. Our limited financial and operating history may not provide an accurate basis for investors to understand our business and financial history for comparative analysis and evaluate our future business and financial prospects. Assessing the future prospects of our business is challenging in light of both known and unknown risks and difficulties we may encounter, and could place significant demands on the management team and our other resources. We will be subject to all the business risks and uncertainties associated with setting up any new business venture, which may adversely affect our business, prospects, results of operations and financial condition.

8. *We face competition in the markets in which we operate and may not be able to effectively compete in the future.*

The markets in which we operate are competitive. Our competitors include both organised pan-India jewellers as well as unorganized local players. Some of our competitors have achieved significant recognition for their brand names or have considerable financial, distribution, marketing, bargaining power with suppliers and other resources. Industry consolidation, either by virtue of mergers and acquisitions or by a shift in market power among competitors, may accentuate these trends. In addition, some of our competitors in smaller local markets have advantages of having strong reputations and established trust with customers in their local markets, which could be difficult for us to challenge or replicate in a sustained manner in the future.

We believe that our principal competitive factors include brand name, product style, product range, quality, display, price transparency, store location, designs suited to local preferences, advertising and promotion. We cannot give any assurances that we will be able to compete successfully on all of these factors against existing or future competitors in the future.

To compete effectively and to attract customers in diverse markets, we must continue market and competitively price our products, and we may experience downward pricing pressures, increased marketing expenditures and loss of market share. If we increase significant price across a wide range of our products, the impact on our earnings will depend on, among other factors, the pricing by competitors of similar products and the response by customers to higher prices. Such price increases may reduce the quantity of products we sell and adversely affect our business, results of operations and financial condition.

9. *Our inability to respond to changes in consumer demands and market trends in a timely manner and to maintain optimal level of inventory in our POS Counters may impact our operations adversely.*

Our success depends on our ability to identify, originate and define product and market trends, as well as to anticipate, gauge and react to rapidly changing consumer demands in a timely manner. Our products must also appeal to a broad range of customers whose preferences may vary significantly across regions and age group of customers and cannot be predicted with certainty. We cannot assure you that the demand for our products with end-consumers will continue to grow or that we will be able to continue to develop appealing styles or meet rapidly changing consumer demands in the future. If we misjudge the market for our jewellery products or fail to anticipate a shift in consumer preferences, we may be faced with a reduction in revenues.

Customer preferences could be affected by a variety of issues, including promotion of specific types of jewellery by the fashion industry, such as the promotion of silver over traditional jewellery other type of jewellery, a decrease in the perceived value and customer satisfaction of the jewellery compared to its price, the availability of alternate metals and consumer attitudes towards the substitution of some of the products or a shift in customer preference to other luxury products.

Any inability to respond to changes in consumer demands and market trends in a timely manner could have a material adverse effect on our business, financial condition and results of operations.

Maintaining an optimal level of relevant inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a full range of products at our POS Counters. We estimate our monthly sales for every Fiscal prior to the commencement of the Fiscal considering the estimated growth rate of every outlet, festive periods and other factors. Monthly inventory is monitored based on actual sales and other relevant factors. Further, we keep back up inventory for a few days in our outlets providing us flexibility in transporting merchandise of particular design or style to a store where it is selling quickly while avoiding piling of non-moving inventory. If a particular design or style is not selling well in certain stores, we may undertake cross shipment of such designs or styles to stores where sales are better. The slow-moving designs or styles are monitored, and additional incentives may be offered to minimize inventory build-up for discounted sales periods.

Although, we do our daily sales to avoid under-stocking and over-stocking, our estimates and forecasts may not always be accurate. If we over-stock inventory, our capital requirements will increase, and we will incur additional financing costs. If we under-stock inventory, our ability to meet customer demand and our operating results may be adversely affected. Any material mismatch between our forecast and actual sales could lead to potential excess inventory or out-of-stock situations, either of which could have an adverse effect on our business, financial condition and results of operation. Stock of inventory may also be impacted by disruptions faced in the transportation of our products or other adverse developments in the process.

- 10. *We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences in timely manner or comply with such rules and regulations or at all may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled "*Key Industry Regulations and Policies*" and "*Government and Other Statutory Approvals*" at pages 99 and 148 respectively of this Prospectus.

- 11. *Within the parameters as mentioned in the chapter titled "Objects of the Issue" beginning on page 65 of this Prospectus, our Company's management will have flexibility in applying the proceeds of this Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

We intend to use entire Net Proceeds towards meeting the working capital requirement and general corporate purpose. We intend to deploy the Net Proceeds in financial year 2022-2023 and 2023-2024 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc. For further details on the use of the Issue Proceeds, please refer chapter titled "*Objects of the Issue*" beginning on page 65 of this Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled "*Objects of the Issue*" beginning on page 65 of this Prospectus, the Management will have significant flexibility in applying the proceeds received by our Company from the Issue. Our Board of Directors will monitor the proceeds of this Issue.

- 12. *We may be unable to maintain or establish arrangements with artisans and suppliers through whom we procure our products and may experience other disruptions or quality control risks in the operations of such parties.***

We procure our products through our network of artisans and local manufacturers. While we place orders with our list of suppliers, they are not contractually bound to deal with us exclusively, and we may face the risk of our competitors offering terms, which may cause them to prefer competitors over us. Our arrangements with these suppliers could involve various risks, including potential interruption to their operations for factors beyond their or our control, any significant adverse changes in their financial or business condition, as well as low levels of output, quality or efficiency. Any disruption in the operations of these artisans or suppliers could have an adverse impact on our financial condition and results of operations. In addition, while we exercise influence and undertake a number of quality control procedures to ensure we are selling only jewellery to our customers, including having all of our silver jewellery hallmarked by Bureau of Indian Standards ("BIS"),

and conducting tests on each new batch of products we receive our artisans and suppliers, is no assurance that our quality control measures will be effective. If we receive negative publicity about the quality of our jewellery or our artisans receive negative publicity, our reputation, business and results of operations could be adversely affected.

13. *We are dependent on third-party transportation provider majorly, P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation for the delivery of our products, and any disruption in such delivery or failure by them to provide their services may adversely affect our operations.*

Our success depends on the uninterrupted supply and transportation of our products. We have entered an agreement with P. N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation and majorly rely on the transportation facilities currently provided by them to deliver our finished products. Although we have not encountered any significant disruption to the supply and transportation restrictions, there can be no assurance that any such disruption will not occur in the future as a result of these factors and that such disruptions will not be material. Transportation strikes may have an adverse effect on supplies and deliveries. In addition, products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. A failure to deliver our products in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations. Any recompense received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers.

14. *We are dependent on a number of key personnel, including our Promoters and senior management, and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations and financial condition.*

Our ability to compete in the highly competitive industry for costume and fashion jewellery depends upon our ability to attract, motivate, and retain qualified personnel. We are dependent on the continued contributions of our Chairman and Non-Executive Director, Mr. Govind Vishwanath Gadgil, Non-Executive Director, Mr. Amit Yeshwant Modak and our Manager, Mr. Prasad Prabhakar Ghodke, who are actively involved in the business operations of our Company, and who have been instrumental in managing our rapidly expanding operations, implementing strategic marketing and business initiative, and focusing on financial performance. We believe that the inputs and experience of our senior management and key managerial personnel are valuable for the growth and development of business and operations and the strategic directions taken by our Company. We cannot assure you that we will be able to retain these executives or find adequate replacements in a timely manner, or at all. For further details on the senior management and key managerial personnel of our Company, please refer to the chapter titled “*Our Promoters and Promoter Group*” and “*Our Management*” beginning on page 121 and 109 of this Prospectus. The continuity of our business is dependent upon our ability to attract and retain our key personnel. Competition for qualified personnel with relevant industry expertise in India is intense. A loss of the services of our key personnel may adversely affect our business, results of operations, cash flows and financial condition. Our business has a continuing need to attract large numbers of skilled personnel to support the growth of our business. However, there can be no assurance that these executives will stay on beyond the period of their contract. To the extent that the demand for experienced personnel exceeds supply, we could experience higher labour, recruiting, or training costs in order to attract and retain such employees, or could experience difficulties in performing our obligations under our contracts, if our needs are not met. To the extent we lose our experienced employees, in-particular engineers, through attrition, we will need to find ways to successfully manage the transfer of critical knowledge from individuals leaving us to their replacements.

We could also lose technology/know-how to competitors if they manage to attract our employees. However, there can be no assurance that we may be able to find immediate replacements or suitable replacements if at all, which could have an impact on our ongoing programs. In addition, although we believe we incentivise our employees by offering remuneration in line with market standards and a conducive working environment, to the extent that we are unable to attract, develop, retain, and protect leadership talent successfully, we could experience business disruptions and this could impair our ability to achieve business objectives.

15. *Our procurement is centralised from our registered office in Pune and it could result in adverse effect on our business.*

We have one integrated office which is located in Pune from where we centrally procure our products. We believe that one central office helps us to minimize our cost and enables us to competitively price our products. However, since we have one central office in one location, our procurement may be stalled inter alia owing to power failures, natural calamities, or civic unrest which may impact our delivery of goods and financial results. Consequently, we may need to explore suitable opportunities in other parts of the country in which we currently have no or only limited operations, in order to expand our current portfolio and gradually reduce our dependence on any particular region in the country.

16. Volatility in the market price of silver and semi-precious stones and opening of new POS counters has a bearing on the value of our inventory and could affect our income, profitability and scale of operations.

The jewellery industry generally is affected by fluctuations in the price and supply of gold, silver, and diamonds and, to a lesser extent, other precious and semi-precious metals and stones. Fluctuations in silver prices might affect our results of operations in various ways. An increase in the price of silver may result in an increase in our income from sales assuming such increases do not adversely affect sales volumes and our ability to effectively pass on corresponding increase in costs to customers. However, a significant increase in the price of silver or a negative outlook on future silver prices could, adversely affect our sales volumes. A sudden fall in the market price of silver may affect our ability to recover our procurement costs. Conversely, an increase in the price of silver could lead to a decrease in demand for silver jewellery and/or a decrease in our profit margins. Consequently, any such fluctuation in the price of silver or other raw materials may adversely affect our income, profitability and results of operations.

We are planning to open new POS counters at various malls and airports across the nation in the forthcoming years and we are required to ensure effective inventory management. If we are unable to attract sufficient demand for our more localized jewellery products, or identify artisans to make jewellery which is appealing to the local population or if we fail to appropriately move such inventory to our other stores, we may face risks of excess inventory. We may also have to bear costs to recast overstocked jewellery. These factors could result in lower sales volumes for our products, which could adversely affect our financial condition and results of operations.

17. We may be subject to fraud, theft, employee negligence or similar incidents.

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during store stocking and display. Our industry typically encounters some inventory loss on account of employee theft, shoplifting, vendor fraud, credit card fraud and general administrative error. We have set up various security measures and have never in the past experienced such incidents, excluding certain minor instances of theft. There can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Additionally, in case of losses due to theft, fire, breakage or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. If we incur a significant inventory loss due to third-party or employee theft and if such loss exceeds the limits of, or is subject to an exclusion from, coverage under our insurance policies, it could have an adverse effect on our business, results of operations and financial condition. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy.

18. Our Company has entered into related party transactions in the past and may continue to enter into related party transactions in the future, which may potentially involve conflicts of interest with the equity shareholders.

Our Company have entered into certain related party transactions with our Promoters and Directors in the past. For details, please see “Annexure 41 of Restated Financial Statements” under the chapter titled “Restated Financial Statements” beginning on page 128 of this Prospectus. While our Company believes that all such transactions have been conducted on the arm’s length basis, there can be no assurance that it could not have been achieved on more favourable terms had such transactions not been entered into with unrelated parties. Further, it is likely that we may enter into related party transactions in the future and such transactions may potentially involve conflicts of interest. In terms of the Companies Act, 2013 and SEBI LODR Regulations, we are required to adhere to various compliance requirements such as obtaining prior approvals from our Audit Committee, Board and Shareholders for certain party transactions and our undertakes that such related party transactions shall not be done against the interests of the Company and its shareholders as prescribed in the SEBI LODR Regulations. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.

19. Our Company had negative cash flows in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.

As per our Restated Financial Statements, our cash flows from operating, investing and financing activities are as set out below:

(₹ in Lakhs)

Particulars	For the period ended on September 30, 2022	For the Financial Year ended on		
		2022	2021	2020
Net Cash Generated/(Used) from Operating Activities	(110.72)	(430.60)	(0.24)	(0.02)
Net Cash Generated/(Used) from Investing Activities	(22.47)	(37.71)	0.05	-
Net Cash Generated/(Used) from Financing Activities	207.47	528.97	-	-

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 our Company is not able to generate sufficient cash flows, it may adversely affect our business and financial operations. For details, please see chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 132 of this Prospectus.

20. *We require working capital for our smooth day-to-day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse effect on our operations, profitability and growth prospects.*

Our business demands working capital requirements. In case there are insufficient cash flows to meet our working capital requirement or we are unable to arrange the same from other sources or there are delays in disbursement of arranged funds, or we are unable to procure funds on favourable terms, it may result into our inability to finance our working capital needs on a timely basis which may have an adverse effect on our operations, profitability and growth prospects.

The details of our Company’s working capital are derived from Restated Financial Statements are provided in the table below:

(₹ In Lakhs)

Sr No	Particulars	For the period ended on September 30, 2022	Fiscal 2022
I	Current Assets		
	Inventories	935.00	682.00
	Trade receivables	4.04	0.69
	Cash and cash equivalents	136.83	62.55
	Other Current and Financial Assets	63.33	52.82
	Total (A)	1,139.20	798.06
II	Current Liabilities		
	Lease Liability	11.49	-
	Trade payables	23.59	130.13
	Other Current and Financial Liabilities	34.12	26.87
	Short Term Provisions	50.68	24.93
	Total (B)	119.88	181.93
III	Total Working Capital Gap (A-B)	1,019.32	616.13

Our business operations commenced from December 2021 onwards

21. *Our Registered Office and stores are not owned by us. In the event we lose such rights, our business, financial condition and results of operations and cash flows could be adversely affected.*

Our registered office situated at S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune – 411 041 Maharashtra, India is not owned by us and is taken on leave and license basis from one of our Promoters, Ms. Renu Govind Gadgil for a period of 60 months commencing from September 01, 2022 and expiring on August 31, 2027. Further, our POS counters at various stores of P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation are situated at multiple locations in Maharashtra, Karnataka and Gujarat which are not owned by us. We utilise the premises of our Promoter Group Company, P. N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation for which we made an arrangement vide agreement dated April 01, 2022 for a period of 10 years from the date of the agreement. Further, we cannot assure you that we will be able to continue the above arrangement on commercially acceptable / favourable terms in future.

For further details, see section “*Our Business*” beginning on page 89 of this Prospectus. If we are required to vacate the current premises, we would be required to make alternative arrangements for new offices and/ or POS counters, and we cannot assure that the new arrangements will be on commercially acceptable/favourable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay higher charges, which could have an adverse effect on our business, prospects, results of operations and financial condition.

22. *If we fail to convert existing customers into repeat customers or to acquire new customers, our business, financial condition, and results of operations would be harmed.*

Our business continuity and profitability are dependent on ensuring that our existing customers base is converted to repeat customers and simultaneously we continue to add new customers to our customer base which majorly consists of individuals. This is mainly dependant on our product offerings, brand value, goodwill, quality of products, price point,

promotions, marketing, word of mouth and various other factors. It is imperative for our business to ensure that we have repeat customers and also that we reach out to new customers. We cannot ensure that steps taken by us for our business and the brand will attract repeat customers or new customers. Our failure to achieve this will have an impact on our business, profitability and results of operations.

23. *We may be subject to fluctuations in prices or any unavailability of the products procured from our suppliers.*

We procure our products from our suppliers who are local artisans and local manufacturers. Any change in their pricing policy will have an effect on our business operation and financial condition. The fluctuations in the prices may occur due to market fluctuations, product demand, change in the consumer preference, economic condition, political condition, change in law, etc. Furthermore, our arrangements with our suppliers who procure raw materials for our products do not provide for minimum guarantees of supply. Any adverse changes in the supply of raw materials required for our products, may require us to increase prices or stop producing certain products and could materially adversely impact our business, results of operations and financial condition.

24. *Our e-commerce business faces distinct risks, and our failure to successfully manage those risks could have a negative impact on our profitability.*

We believe that by providing our wide range of products for sale on our Company e-commerce platform along with other market places worked as an added advantage to grow and scale up our business. Our e-commerce platform gives us the leverage and the bandwidth to reach out to customers across various part of the country. However, e-commerce platform runs on technology that requires continuous upgradation and innovation at various levels & intervals and also involves an amount of risk attached to it. Similarly, the technology of the e-commerce segment of our business is exposed to certain risks and any failure on our part to manage or mitigate such risk can disrupt our e-commerce business or platform and may have an adverse effect on our profitability and result of operations.

25. *We have an outstanding indebtedness which requires significant cash flows to service and are subject to certain conditions and restrictions in terms of our financing arrangements, which restricts our ability to conduct our business and operations in the manner we desire.*

As on date of this Prospectus, our secured borrowing is ₹1,000.00 Lakhs and we may continue to incur additional indebtedness in the future. Our level of indebtedness has important consequences to us, such as:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our ability to borrow additional amounts in the future;
- affecting our capital adequacy requirements; and
- Increasing our finance costs.

In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. If the lenders of a material amount of the outstanding loans declare an event of default simultaneously, our Company may be unable to pay its debts when they fall due.

For further details of our Company's borrowings, see "*Financial Indebtedness*" on page 129 of this Prospectus.

26. *We may be unable to expand our product offerings in a diversified manner and distribution channels as per the market requirement and the same may have an adverse effect on our business, results of operations and financial condition.*

Apart from expanding to newer geographies by opening new POS counters at malls and other retail showrooms, it is also our strategy to reach out to newer jurisdictions through our e-commerce platform and also enhance the catalogue of our product offerings from time to time as per customer preferences and market trends. We intend to expand our customer base to various jurisdictions by leveraging on our online e-commerce platform vertical and to also concentrate on new unique designs keeping the local preferences in mind and widen our catalogue and collection of product offerings for our customers. strategy is to explore newer trend of products as per customer preferences and to innovate and improvise on our design collection and pattern. To achieve and give effect to our proposed strategy, we would require adequate amount of planning and execution. We cannot assure that the strategy and the level of planning and efficiency that we may implement to expand our product offerings and distribution channels will yield effective result and we may be unable to expand our product offerings in a diversified manner and distribution channels as per the market requirement and the same may have an adverse effect on our business, results of operations and financial condition.

27. *Our Promoters have provided personal guarantees in connection with our borrowings. Our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters in connection with our Company's borrowings.*

Our Promoters have provided personal guarantees for our borrowings. If any of these guarantees are revoked, our lenders may require alternative guarantees or cancel such loans or facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative guarantees satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, our business, financial condition, results of operations and prospects may be adversely affected by the revocation of all or any of the guarantees provided by our Promoters in connection with our Company's borrowings. For further information, see "Restated Financial Statements", "History and Certain Corporate Matters" and "Financial Indebtedness" on pages 128, 105 and 129, respectively of this Prospectus.


As on the date of this Prospectus, the personal guarantee issued by our Individual Promoters in favour of ICICI Bank Limited has not been withdrawn. We cannot assure you that we will not be required to furnish a personal guarantee from our Individual Promoters in favour of ICICI Bank Limited will not seek to penalise us for the delay in furnishing such personal guarantee from our Individual Promoters.


28. *Conflicts of interest may arise out of similar business undertaken by our Company, Promoter Group and our Group Company, and/or business ventures in which certain of our directors are interested.*

As at the date of this Prospectus, our Promoters, Promoter Group and our Group Company and/or certain of our directors are engaged in or have interests in entities that are engaged in businesses similar to our Company. For instance, our Promoter, Director, Mr. Govind Vishwanath Gadgil and Promoter, Ms. Renu Govind Gadgil are also directors of P. N. Gadgil & Sons Limited, which is in a similar line of business as our Company. As a result, conflict of interest may arise in future in allocating business opportunities amongst our Company, our Promoters, Promoter Group and/or certain of our directors, where our respective interest diverges. The main objects, contained in the memorandum of association, of our Group Companies are similar to our Company. We cannot assure you that our Group Company or member of Promoter Group, will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. We cannot assure you that our directors will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in future. In the event that any conflicts of interest arise, our directors may make decisions regarding our operations, financial structure or commercial transactions that may not be in our shareholders' best interest. It may also enable a competitor to take advantage of a corporate opportunity at our expense. Such decisions could have a material adverse effect on our business, financial condition, results of operations and prospects. Should we face any such conflicts in the future, there is no guarantee that they will get resolved in our favour.

29. *Our inability to obtain, renew or maintain our statutory and regulatory permits and approvals required to operate our business may have a material adverse effect on our business, financial condition and results of operations.*

We will be required to renew permits and approvals in relation to our existing operations and obtain new permits and approvals for any proposed operations as may be required under the applicable laws of the sector or region that we are operating in. There can be no assurance that we will receive any of permits or approvals in the time-frame anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations. Compliance with many of the regulations applicable to our operations may involve incurring costs and otherwise may impose restrictions on our operations. There are some of the approvals such as GST, TAN, Profession Tax Registration Certificate (PTEC and PTRC), Bureau of Indian Standards Certificate, Employees' State Insurance Corporation Certificate, Employees' Provident Fund Certificate, which are in the previous name, we are taking necessary steps for transferring the same in the new name of our company. In case we fail to transfer/obtain the same in the name of our company same may adversely affect our business or we may not be able to carry our business. We cannot assure you that we will not be subject to any adverse regulatory action in the future. If the interpretation of the regulators and authorities varies from our interpretation, we may be subject to penalties and the business of our Company could be adversely affected. If we fail to comply, or a regulator claims we have not complied, with any of the terms and conditions stipulated under any of our licenses or permits, one or several of our licenses and certificates may be suspended or cancelled and we shall not be able to carry on the activities permitted thereunder. For further information, see "Government and Other Statutory Approvals" beginning on page 148 of this Prospectus.

-  **30. The brand name “Cargi” is in the process of being registered under the name of our company. Any failure to protect our intellectual property could have a material adverse effect on our business. We are, and may also in the future be, subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business.**

 As on date of this Prospectus, the brand name “Cargi” have been objected under Class 3 with application Numbers 5321798, 5321808 and 5321820 of the Trade Mark Act, 1999. Further, the brand name has been objected under Class 14 with application Numbers 5321800, 5321811 and 5321822 of the Trade Mark Act, 1999. Furthermore, the brand name has been objected under Class 18 with application Numbers 5321803, 5321814 and 5321825 of the Trade Mark Act, 1999. Additionally, the brand name has been objected under Class 35 with application Numbers 5321805 and 5321817 of the Trade Mark Act, 1999 and application number 5321828 has been accepted and advertised. The said trademark belongs to our brand, if Company withdraws it or terminates this arrangement or do not renew it, we will not be able to make use of the said trademark, name or logo in connection with our business and consequently, we may be required to invest significant resources in changing our logo which may adversely affect our reputation and business. We have been conducting our business using our logo and our customers associate our logo with our Company and its operations.

Our ability to compete effectively depends in part upon our ability to protect our rights in trademarks and other intellectual property that we have been registered. We seek to protect our logos, brand names and websites’ domain names by relying on trademarks and domain name registrations. However, our efforts to protect our intellectual property may not be adequate.

The use of our name and logo is vital to our competitiveness and success and for us to attract and retain our customers and business partners. Further, we cannot assure you that the measures we have taken will be sufficient to prevent any misappropriation or infringement of our intellectual property.

- 31. 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 to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees or faculty members 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.

- 32. Any shortage or non-availability of electricity may adversely affect our provision of services and have an adverse impact on our results of operations and financial condition.**

Our services require a substantial amount of electricity and we depend mainly on state electricity supply for our power. While we have not in the past been affected by any major power interruptions, in the event the Company fails to avail or there is disruption of power supply from the state electricity department, the same could result in an increase in the cost of power and disruption of our manufacturing process which may adversely affect our results of operations.

- 33. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.**

Modernization and technology upgradation is essential to provide better products. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations.

- 34. Our Promoters and Promoter Group will continue to retain significant control in our Company, which will allow them to influence the outcome of matters submitted to shareholders for approval.**

As of the date of this Prospectus, our Promoters and Promoter Group hold 100% of pre-Issue share capital of our Company. Furthermore, after the completion of this Issue, our Promoters and Promoter Group will control, directly or indirectly our Company and continue to hold substantial percentage of the issued and paid-up equity share capital of our Company. As a result, our Promoters and Promoter Group will continue to exercise significant control over us, including being able to control the composition of our Board and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters and Promoter Group may

take or block actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. We cannot assure you that our Promoters and Promoter Group will exercise their rights as shareholders to the benefit and best interest of our Company.

35. *In addition to normal remuneration, other benefits and reimbursement of expenses some of our directors (including our Promoters) are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

Some of our directors (including our Promoters) are 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 would always exercise their rights as shareholders to the benefit and best interest of our Company. For further information, see the chapters titled “*Our Management*” and “*Our Promoters and Promoter Group*” beginning on page 109 and 121 respectively of this Prospectus and the chapter titled “*Financial Information*” beginning on page 128 of this Prospectus.

36. *Our actual results could differ from the estimates and projections used to prepare our financial statements.*

The estimates and projections are based on and reflect our current expectations, assumptions and/or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

37. *Certain agreements may be inadequately stamped or may not have been registered as a result of which our operations may be adversely affected.*

Few of our agreements may not be stamped adequately. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

38. *Our Company’s insurance coverage may not be adequate to protect us against all material hazards which may result in disruptions of operations/monetary loss on account of stoppage of work.*

Our business and inventories could suffer damage from fire, natural calamities, misappropriation or other causes, theft, burglary while being handled by our employees which may not be fully compensated by insurance. There can be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by our Company or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Further, our Company is required to renew these insurance policies from time to time and in the event, we fail to renew the insurance policies within the time period prescribed in the respective insurance policies or not obtain at all, our Company may face significant uninsured losses. If our Company suffers a large uninsured loss or if any insured loss suffered, significantly exceeds our insurance coverage, our business, financial condition and results of operations may be adversely affected.

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

Effective internal controls are necessary for us to prepare reliable and avoid fraud. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may deteriorate over time, due to evolving business conditions. We cannot assure you that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls. Any inability on our part to adequately detect, rectify or mitigate any such deficiencies in our internal controls may affect ability to accurately report, or successfully manage, our financial risks, and to avoid fraud, which may in turn adversely affect our business, financial condition or results of operations.

40. *We may not be successful in implementing our business strategies.*

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.

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 through this Issue, is hence, at the discretion of the management and the Board of Directors of our Company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

42. *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. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “Dividend Policy” beginning on page 127 of this Prospectus.

43. *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” beginning on page 65 of this 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 and development plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

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

As on date of this Prospectus, we have not made any alternate arrangements for meeting our capital requirements for some of the objects of the Issue. We meet our capital requirements through, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the net Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 65 of this Prospectus.

45. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.*

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

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange(s) 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.

47. *The average cost of acquisition of Equity Shares by our Promoters could be lower than the price determined at time of filing the Prospectus.*

Our Promoters average cost of acquisition of Equity Shares in our Company may be lower than the Price as may be decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title “*Capital Structure*” beginning on page 54 of this Prospectus.

ISSUE RELATED RISKS

48. *An investment in the Equity Shares is subject to general risk related to investments in Indian Companies.*

Our Company is incorporated in India and all of our assets and employees are located in India. Consequently, our business, results of operations, financial condition and the market price of the Equity Shares will be affected by changes in interest rates in India, policies of the Government of India, including taxation policies along with policies relating to industry, political, social and economic developments affecting India.

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

We propose to utilize the Net Proceeds for funding working capital requirements and general corporate purposes. For further details of the proposed objects of the Issue, please see chapter titled “*Objects of the Issue*” beginning on page 65 of this Prospectus. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds from the Issue as disclosed in this Prospectus without obtaining the shareholders’ approval through a special resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders’ approval may adversely affect our business or operations. Further, our Promoters or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI ICDR Regulations. If our shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and results of operations.

50. *We have issued Equity Shares during the last one year at a price below the Issue Price.*

Our Company had issued Bonus shares of 45,18,003 equity shares on November 25, 2022 in the ratio 180:100 in the last 12 months which is lower than the Issue Price. The Equity Shares allotted to shareholders pursuant to this Issue may be priced significantly higher due to various reasons including better performance by the Company, better economic conditions and passage of time. For further details, see “*Capital Structure*” on page 54 of this Prospectus. The prices at which Equity Shares have been issued by us in last one year should not be taken to be indicative of the Issue Price and the trading price of our Equity Shares after listing.

51. *The Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.*

The Issue Price of the Equity Shares is determined by our Company in consultation with the and the Lead Manager, and through Fixed Price Process. This price is based on numerous factors, as described under “*Basis for Issue Price*” beginning on page 70 of this Prospectus and may not be indicative of the market price for the Equity Shares after the Issue. The market price of the Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that the investor will be able to resell their Equity Shares at or above the Issue Price.

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

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may

not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

53. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the BSE SME in a timely manner or at all.*

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

54. *Any future issuance of Equity Shares may dilute your shareholding and sale of our Equity Shares by our Promoters or other shareholders may adversely affect the trading price of the Equity Shares.*

Any future equity issuances by us, including in a primary offering, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

55. *There are restrictions on daily weekly monthly movement in the price of the equity shares, which may adversely affect the shareholder's ability to sell for 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 the stock exchange, 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. The percentage limit on circuit breakers is said by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchange does 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 the 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.

56. *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, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any capital gain exceeding ₹100,000, realized on the sale of equity shares held for more than 12 months immediately preceding the date of transfer, which are sold using any other platform other than on a recognized stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The Finance Act, 2020, has, among others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, that such dividends not be exempt in the hands of the shareholders, both resident as well as non-resident, and that such dividends likely be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short-term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Historically, Indian tax treaties do not

limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the equity shares.

Further, we cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows. The Government of India had announced the union budget for financial year 2023 and the Finance Act, 2022 received assent from the President of India on March 30, 2022. There is no certainty on the impact that the Finance Act, 2022 may have on our business and operations or in the industry we operate in.

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

Prior to this Issue, there has been no public market for our Equity Shares. Our Company and the Lead Manager have appointed Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

58. *Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessment of our financial condition.*

Our Restated Financial Statements included in this Prospectus have been prepared under Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013, to the extent applicable. For further details, see "Restated Financial Statements" on page 128 of this Prospectus.

Ind AS differs from other accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Persons not familiar with Ind AS should limit their reliance on the financial disclosures presented in this Prospectus. In addition, our Restated Financial Information may be subject to change if new or amended Ind AS accounting standards are issued in the future or if we revise our elections or selected exemptions in respect of the relevant regulations for the implementation of Ind AS.

59. *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.

EXTERNAL RISKS

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

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

61. *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.

62. *Changing laws, rules and regulations and legal uncertainties, including adverse application or interpretation of corporate and tax laws, may adversely affect our business, prospects and results of operations.*

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. In such instances, and including the instances mentioned below, our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. Any political instability in India, such as corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

Additionally, the Government of India has introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, the implementation of such laws could increase our employee and labour costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, companies can voluntarily opt in favour of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

Further, the GoI has announced the union budget for Fiscal 2023, pursuant to which the Finance Bill, 2022 ("Finance Bill"), has introduced various amendments. The Finance Bill has received assent from the President of India on March 30, 2022, and has been enacted as the Finance Act, 2022. We cannot predict whether any amendments made pursuant to the Finance Act, 2022 would have an adverse effect on our business, financial condition and results of operations. Furthermore, changes in capital gains tax or tax on capital market transactions or the sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

There can be no assurance that the GoI will not implement new regulations and policies requiring us to obtain approvals and licenses from the GoI or other regulatory bodies, or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment or change to governing laws, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent in the jurisdictions in which we operate may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. It may also have a material adverse effect on our business, financial condition, cash flows and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which could materially harm our results of operations or cash flows. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

We are unable to determine the impact of any changes in or interpretations of existing, or the promulgation of, new, laws, rules and regulations applicable to us and our business. If that was to occur it could result in us, our business, operations or group structure being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

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

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

64. *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.

65. *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.

66. *The ability of Indian companies to raise foreign capital may be constrained by Indian law.*

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all. Limitations on foreign debt may adversely affect our business growth, results of operations and financial condition.

SECTION IV – INTRODUCTION

THE ISSUE

Equity Shares Issued ⁽¹⁾: Present Issue of Equity Shares by our Company ⁽²⁾	26,00,000 Equity Shares of face value of ₹10/- each fully paid for cash at a price of ₹30/- per Equity Share aggregating ₹780.00 Lakhs
Of which:	
Issue Reserved for the Market Maker	1,36,000 Equity Shares of face value of ₹10/- each fully-paid up for cash at a price of ₹30/- per Equity Share aggregating ₹40.80 Lakhs
Net Issue to Public	Of which ⁽³⁾:
	12,32,000 Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹30/- per Equity Share will be available for allocation for Investors of up to ₹2.00 Lakhs
	12,32,000 Equity Shares of having face value of ₹10/- each fully paid-up for cash at a price of ₹30/- per Equity Share will be available for allocation for Investors of above ₹2.00 Lakhs
Equity shares outstanding prior to the Issue	70,28,003 Equity Shares of face value of ₹10/- each fully paid-up
Equity shares outstanding after the Issue	96,28,003 Equity Shares of face value of ₹10/- each fully paid-up
Use of Net Proceeds	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 65 of this Prospectus

⁽¹⁾ This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time.

⁽²⁾ The present Issue has been authorized pursuant to a resolution of our Board dated November 03, 2022 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 on November 07, 2022.

⁽³⁾ Since present issue is a Fixed Price Issue, the allocation in the net Issue to the public category shall be made as per the requirements of Regulation 253(2) of SEBI ICDR Regulations, as amended from time to time, which reads 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 clauses (a) or (b) may be allocated to applicants in the other category.

Explanation - For the purpose of Regulation 253 (2), if the Retail Individual Investors category is entitled to more than fifty per cent of the issue size on a proportionate basis, the Retail Individual Investors shall be allocated that higher percentage.

For further details please refer to the chapter titled “*Issue Structure*” beginning on page 173 of this Prospectus.

SUMMARY OF FINANCIAL INFORMATION

ANNEXURE 1 - RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs. Lakhs, unless mentioned otherwise)

PARTICULARS	Annexure	As at September 30, 2022	For the Financial Year ended		
			2022	2021	2020
ASSETS					
Non-current assets					
Property, plant and equipment	6	87.87	29.32	-	0.02
Intangible assets	7	18.59	6.34	-	-
Deferred tax assets (net)	8	2.12	2.48	-	-
Total Non-current assets		108.58	38.14	-	0.02
Current assets					
Inventories	9	935.00	682.00	-	-
Financial assets					
- Trade receivables	10	4.04	0.69	0.60	0.68
- Cash and cash equivalents	11	136.83	62.55	1.89	2.08
- Other financial assets	12	0.02	9.21	-	-
Other current assets	13	63.30	43.61	0.15	0.15
Total Current assets		1139.19	798.06	2.64	2.91
Total Assets		1247.77	836.20	2.64	2.93
EQUITY AND LIABILITIES					
Equity					
Equity Share capital	14	251.00	1.00	1.00	1.00
Other equity	15	823.83	110.98	0.62	0.28
Total Equity		1074.83	111.98	1.62	1.28
Non-current liabilities					
Financial liabilities					
- Lease Liability	16	41.04	-	-	-
Provisions	17	12.02	11.01	-	-
Total Non-current liabilities		53.06	11.01	-	-
Current liabilities					
Financial liabilities					
- Borrowings	18	-	531.28	0.36	0.36
- Lease Liability	16	11.49	-	-	-
- Trade payables	19				
Total outstanding dues of micro enterprises and small enterprises		9.97	94.90	-	-
Total outstanding creditors other than micro and small enterprises		13.62	35.23	0.60	0.74
- Other financial liabilities	20	25.32	21.83	-	-
Other current liabilities	21	8.80	5.04	-	-
Provisions	22	22.41	5.48	-	0.55
Current tax liabilities (net)	23	28.27	19.45	0.06	-
Total Current liabilities		119.88	713.21	1.02	1.65
Total Liabilities		172.94	724.22	1.02	1.65
Total Equity and Liabilities		1247.77	836.20	2.64	2.93

ANNEXURE 2 - RESTATED STATEMENT OF PROFIT AND LOSS

(Amount in Rs. Lakhs, unless mentioned otherwise)

Particulars	Annexure	For the period ended 30.09.2022	For the year ended 31st March		
			2022	2021	2020
Revenue from Operations	24	1189.17	593.93	0.60	-
Other income	25	0.01	0.01	0.03	-
I. Total Income		1189.18	593.94	0.63	-
Expenditure					
Purchases of Stock-in-Trade	26	881.14	1026.06	-	-
Changes in inventories of Stock-in-Trade	27	(253.00)	(682.00)	-	-
Employees Benefit Expenses	28	42.31	25.00	-	-
Finance cost	29	11.25	1.95	-	-
Depreciation and Amortization Expenses	30	4.90	2.05	-	0.02
Other expenses	31	217.17	72.51	0.22	0.08
II. Total Expenses		903.77	445.57	0.22	0.10
III. Restated Profit before tax (PBT) (I-II)		285.41	148.37	0.41	(0.10)
Tax expense:	32				
Current Tax		71.78	40.11	0.06	-
Previous Year's tax		-	0.15	-	-
Deferred tax charge / (credit)		0.46	(2.42)	-	-
IV. Income tax expense		72.24	37.84	0.06	-
V. Restated Net Profit after tax (III - IV)		213.17	110.53	0.35	(0.10)
Restated Other Comprehensive Income (OCI)					
Items that will not be reclassified to profit or loss:					
Re-measurement gain / (loss) on defined benefit plans	32	(0.43)	(0.23)	-	-
Effect of income tax		0.11	0.06	-	-
		(0.32)	(0.17)	-	-
Total restated comprehensive income (net of taxes) (V+VI)		212.85	110.36	0.35	(0.10)
Earnings per equity share	33				
(1) Basic (in ₹)		88.00	1105.30	3.46	(0.99)
(2) Diluted (in ₹)		88.00	1105.30	3.46	(0.99)

ANNEXURE 3 - RESTATED STATEMENT OF CASH FLOWS

(Amount in Rs. Lakhs, unless mentioned otherwise)

Particulars	For the period ended 30.09.2022	For the year ended 31st March		
		2022	2021	2020
A. CASH FLOWS FROM OPERATING ACTIVITIES				
Restated Profit before tax	285.41	148.37	0.41	(0.10)
Adjusted for:				
Depreciation on property, plant and equipment	3.29	1.89	-	0.02
Amortization on intangible assets	0.72	0.16	-	-
Amortization on Right to use Lease Asset	0.89	-	-	-
Balances written off	-	-	0.13	-
Finance cost	11.25	1.95	-	-
Profit on sale of Asset	-	-	(0.03)	-
Operating profit before working capital changes	301.56	152.37	0.51	(0.08)
Working capital adjustments:				
Increase/(Decrease) in trade payables	(106.55)	129.54	(0.14)	0.06
Increase/(Decrease) in provisions	17.94	16.26	(0.55)	-
Increase/(Decrease) in other current liabilities	3.38	5.04	-	-
Increase/(Decrease) in other financial liabilities	2.81	21.82	-	-
(Increase)/Decrease in inventory	(253.00)	(682.00)	-	-
(Increase)/Decrease in trade receivables	(3.36)	(0.09)	(0.06)	-
(Increase)/Decrease in other financial assets	9.19	(9.20)	-	-
(Increase)/Decrease in other current assets	(19.69)	(43.63)	-	-
	(349.28)	(562.24)	(0.75)	0.06
Less: Income taxes paid	(63.00)	(20.73)	-	-
Net cash flows from / (used in) operating activities (A)	(110.72)	(430.60)	(0.24)	(0.02)
B. CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment	(9.50)	(31.21)	0.05	-
Purchase of Intangible Assets	(12.97)	(6.50)	-	-
Net cash flow from/(used in) investing activities (B)	(22.47)	(37.71)	0.05	-
C. CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issue of shares	750.00	-	-	-
Disbursement / (repayment) of borrowings	(531.28)	530.92	-	-
Finance costs	(11.25)	(1.95)	-	-
Net cash flow from / (used in) financing activities (C)	207.47	528.97	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	74.28	60.66	(0.19)	(0.02)
Cash and cash equivalents at the beginning of the period	62.55	1.89	2.08	2.10
Cash and cash equivalents at the end of the period	136.83	62.55	1.89	2.08
Components of cash and cash equivalents				
Cash in hand	6.77	1.48	0.07	0.02
Balance with Banks				
- on current account	130.06	61.07	1.82	2.06
Total cash and cash equivalents	136.83	62.55	1.89	2.08

GENERAL INFORMATION

Our company was originally incorporated as a Private Limited under the name “*Resonant Consulting Private Limited*” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies Pune on March 25, 2009. Subsequently, the name of our Company was changed to “*P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited*” vide Shareholders Resolution dated August 31, 2021 with Certificate of Incorporation pursuant to change of name issued by Registrar of Companies, Pune dated September 22, 2021. Subsequently, the name of our Company was changed to “*PNGS Gargi Fashion Jewellery Private Limited*” vide Shareholders Resolution dated September 07, 2022 with Certificate of Incorporation pursuant to change of name issued by Registrar of Companies, Pune dated September 21, 2022. Eventually, the status of our Company was changed to Public Limited and the name of our Company was changed to “*PNGS Gargi Fashion Jewellery Limited*” vide Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting of our Company held on September 26, 2022. The fresh Certificate of Incorporation consequent to conversion was issued on November 02, 2022 by the Registrar of Companies, Pune. The Corporate Identification Number of our Company is U36100PN2009PLC133691.

For further details and details of changes in the registered office of our company, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page 105 of this Prospectus.

REGISTERED OFFICE

PNGS Gargi Fashion Jewellery Limited

S. No. 37/1 & 37/2, Near Lokmat New Paper,
Wadgaon, Khurd, Pune – 411 041,
Maharashtra, India
Tel No: 020 – 2991 1980
Email: info@gargibypng.com
Website: www.gargibypng.com

REGISTRAR OF COMPANIES

ROC Pune

PCNTDA Green Building, Block A, 1st & 2nd Floor,
Near Akurdi Railway Station, Akurdi,
Pune – 411 044, Maharashtra, India
Tel No.: 020-27651375
Email: roc.pune@mca.gov.in

DESIGNATED STOCK EXCHANGE

BSE SME

25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India
Tel No: 022 – 2272 1233/4
Website: www.bsesme.com

BOARD OF DIRECTORS

As on the date of this Prospectus, the Board of Directors of our Company comprises of the following:

Name	Designation	DIN	Residential Address
Mr. Govind Vishwanath Gadgil	Chairman and Non-Executive Director	00616617	576, N C Kelkar Road, Shaniwar Peth, Opp Kesari Wada, Pune – 411 030, Maharashtra, India
Mr. Amit Yeshwant Modak	Non-Executive Director	00396631	65, Indira Nagar C.H.S, Yashada, Deccan Gymkhana, Erandawane, Pune – 411 004, Maharashtra, India
Mr. Aditya Amit Modak	Non-Executive Director	09237633	65, Indira Housing Society, Yashada, Erandawane, Pune – 411 004, Maharashtra, India
Mr. Ashok Namdeo Gokhale	Additional Non-Executive Independent Director	02415119	Plot No 32, Sangam Nagar, Pune Satara Road, Padmavati, Pune – 411 037, Maharashtra, India

Name	Designation	DIN	Residential Address
Mr. Ranjeet Sadashiv Natu	Additional Non-Executive Independent Director	02892084	A 901, Pinnacle Kalpataru, Gulvani Maharaj Road, Near Hotel Abhishek Veg, Erandavane, Pune – 411 004, Maharashtra, India
Ms. Sweta Ashish Khandelwal	Additional Non-Executive Independent Director	00098451	A-505, Marvel Viva City, 7th Lane, Opp. Sky Lounge, Kalyani Nagar, Pune – 411 006, Maharashtra, India

For detailed profile of our Board of Directors, please see chapter titled “*Our Management*” beginning on page 109 of this Prospectus.

MANAGER

Mr. Prasad Prabhakar Ghodke

S. No. 37/1 & 37/2, Near Lokmat New Paper,
Wadgaon, Khurd, Pune – 411 041,
Maharashtra, India

Tel No: 020 – 2991 1980

Email: info@gargibypng.com

Website: www.gargibypng.com

CHIEF FINANCIAL OFFICER

Mr. Vishwas Laxmikant Honrao

S. No. 37/1 & 37/2, Near Lokmat New Paper,
Wadgaon, Khurd, Pune – 411 041,
Maharashtra, India

Tel No: 020 – 2991 1980

Email: info@gargibypng.com

Website: www.gargibypng.com

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Bhargavi Pratish Aphale

S. No. 37/1 & 37/2, Near Lokmat New Paper,
Wadgaon, Khurd, Pune – 411 041,
Maharashtra, India

Tel No: 020 – 2991 1980

Email: cs@gargibypng.com

Website: www.gargibypng.com

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, non-receipt of refund orders, non-receipt of funds by electronic mode etc.

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 herein above.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any 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. In terms 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 SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the post issue lead manager is required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Further, the Applicant shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

LEAD MANAGER TO THE ISSUE

Shreni Shares Private Limited

A-102, Sea Lord CHS, Above Axis Bank,
Ram Nagar, Borivali (West),
Mumbai - 400 092, Maharashtra, India
Tel No: 022 - 2808 8456

Email: shrenishares@gmail.com

Website: www.shreni.in

Investor Grievance E-mail: info@shreni.in

Contact Person: Mr. Parth Shah/Ms. Kritika Rupda

SEBI Registration No.: INM000012759

REGISTRAR TO THE ISSUE

Bigshare Services Private Limited

Office No S6-2, 6th Floor, Pinnacle Business Park,
Next to Ahura Centre, Mahakali Caves Road,
Andheri (East) Mumbai – 400 093,
Maharashtra, India
Tel No: 022 – 6263 8200

Email: ipo@bigshareonline.com

Website: www.bigshareonline.com

Investor Grievance E-mail: investor@bigshareonline.com

Contact Person: Mr. Aniket Chindarkar

SEBI Registration No.: INR000001385

LEGAL ADVISOR TO THE ISSUE

Asha Agarwal & Associates

118, Shila Vihar, Gokulpura, Kalwar Road,
Jhotwara, Jaipur – 302 012,
Rajasthan, India
Tel No: 99509 33137

Email: ashaagarwalassociates@gmail.com

Contact Person: Ms. Nisha Agarwal

BANKERS TO THE ISSUE / REFUND BANK / SPONSOR BANK

ICICI Bank Limited

Capital Market Division, 5th Floor
HT Parekh Marg, Backbay Reclamation,
Churchgate, Mumbai – 400 020,
Maharashtra, India

Tel No: 022 6805 2182

Fax: 022 2261 1138

Contact Person: Mr. Sagar Welekar

Email: sagar.welekar@icicibank.com / ipocmg@icicibank.com

Website: www.icicibank.com

SEBI Registration No.: INBI00000004

BANKERS TO THE COMPANY

ICICI Bank Limited

362, Satguru House, Next to Tanishq Showroom
Bund Garden Road, Pune – 411 001
Maharashtra, India
Tel No: +91 7757041032
Contact Person: Mr. Vinit Sinha
Email: vinit.sinha@icicibank.com
Website: www.icicibank.com

STATUTORY AND PEER REVIEWED AUDITORS OF OUR COMPANY**Khandelwal Jain & Associates**

Chartered Accountants
1st Floor, Alankar Cinema Building,
Near Railway Station, Pune – 411 001
Maharashtra, India
Tel No: +91 98237 98860; +91 88060 99003
Email: rgn@khandelwaljain.com
Contact Person: CA. Rajendra G. Nahar
Firm Registration No.: 139253W
Peer Review Registration No: 013335

STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES

Shreni Shares Private Limited is the sole Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

SELF-CERTIFIED SYNDICATE BANKS (“SCSBs”)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> . Details relating to designated branches of SCSBs collecting the ASBA application forms are available at the above-mentioned link.

The list of banks that have been notified by SEBI to act as SCSBs for the UPI process provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> . The list of Branches of the SCSBs named by the respective SCSBs to receive deposits of the application forms from the designated intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and it's updated from time to time.

INVESTORS BANKS OR ISSUER BANKS FOR UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43>. For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link.

REGISTERED BROKERS

In terms of SEBI circular no. CIR/CFD/14/2012 dated October 4, 2012, Applicant can submit Application Form for the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Brokers Centres.

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

REGISTRAR TO THE ISSUE AND SHARE TRANSFER AGENTS (“RTA”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, 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 (www.sebi.gov.in), and updated from time to time. For details on RTA, please refer <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

COLLECTING DEPOSITORY PARTICIPANTS (“CDP”)

In terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

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

IPO GRADING

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

DEBENTURE TRUSTEES

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

MONITORING AGENCY

Since our issue size does not exceed ₹10,000 Lakhs, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for 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.

FILING OF THE DRAFT PROSPECTUS/ PROSPECTUS

The Draft Prospectus has been filed and Prospectus shall be filed on BSE SME situated at 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001, Maharashtra, India.

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

A copy of the Prospectus along with the material contracts and documents referred elsewhere in the Prospectus required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Pune, situated at PCNTDA Green Building, Block A, 1st & 2nd Floor, Near Akurdi Railway Station, Akurdi, Pune – 411 044, Maharashtra, India at least (3) three working days prior from the date of opening of the Issue.

APPRAISING ENTITY

No appraising entity has been appointed in respect of any objects of this Issue.

TYPE OF ISSUE

The present issue is considered to be 100% Fixed Price Issue.

GREEN SHOE OPTION

No green shoe option is contemplated under the Issue.

EXPERT OPINION

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

Our Company has received written consent from the Statutory and Peer Reviewed Auditor namely, M/s Khandelwal Jain & Associates, Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements

dated November 25, 2022 and the Statement of Possible Tax Benefits dated November 27, 2022 issued by them and included in this Prospectus, 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 and such consent has not been withdrawn as on the date of this Prospectus.

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

CHANGES IN AUDITORS

Except as disclosed below, there has been no change in the statutory auditors during the three years immediately preceding the date of this Prospectus:

Details of Previous Auditor	Details of New Auditor	Date of Change	Reason
R. C. Doshi Chartered Accountants 208/9, Kalpataru Plaza, 224, Bhavani Peth, Pune – 411 042, Maharashtra, India Email: rajkumar.doshi@doshirc.in Contact Person: CA R. C. Doshi Membership No: 036218	Doshi R. C. & Co. Chartered Accountants 407, Suyog Centre, 34A/1, Jawaharlal Nehru Road, Near Market Yard, Gultekdi, Pune – 411 037, Maharashtra, India Email: office@doshirc.in Contact Person: CA R. C. Doshi Membership No: 036218 Firm Registration No.: 148679W	September 30, 2019	Retiring Auditors
Doshi R. C. & Co. Chartered Accountants 407, Suyog Centre, 34A/1, Jawaharlal Nehru Road, Near Market Yard, Gultekdi, Pune – 411 037, Maharashtra, India Email: office@doshirc.in Contact Person: CA R. C. Doshi Membership No: 036218 Firm Registration No.: 148679W	Khandelwal Jain & Associates Chartered Accountants 1st Floor, Alankar Cinema Building, Near Railway Station, Pune – 411 001, Maharashtra, India Email: info@khandelwaljain.com Contact Person: CA. Rajendra G. Nahar Membership No: 031177 Firm Registration No.: 139253W	August 26, 2021	Resignation and New Auditor appointed in case of casual vacancy

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten by Shreni Shares Private Limited in the capacity of Underwriter to the Issue. The Underwriting agreement is dated November 25, 2022 and addendum dated December 01, 2022. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being issued through this Issue:

Details of the Underwriter	No. of Equity Shares Underwritten	Amount Underwritten (₹ in Lakhs)	% of total Issue size underwritten
Shreni Shares Private Limited Address: A-102, Sea Lord CHS, Above Axis Bank, Ram Nagar, Borivali West, Mumbai – 400 092, Maharashtra, India Tel No: 022 - 2808 8456 Email: shrenishares@gmail.com SEBI Registration No: INM000012759 Contact Person: Mr. Parth Shah/ Ms. Kritika Rupda	26,00,000	780.00	100.00%
Total	26,00,000	780.00	100.00%

**Includes 1,36,000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations, as amended.*

In accordance with Regulation 260(2) of the SEBI ICDR Regulations, this Issue has been 100% underwritten and shall not restrict to the minimum subscription level. Our Company shall ensure that the Lead Manager to the Issue have underwritten at least 15% of the total Issue Size.

In the opinion of the Board of our Directors of our company, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s).

MARKET MAKER

Shreni Shares Private Limited

A-102, Sea Lord CHS, Above Axis bank,
Ram Nagar, Borivali (West), Mumbai - 400 092,
Maharashtra, India

Tel No: 022 - 2808 8456

Email: shrenisharespvtltd@yahoo.in

Website: www.shreni.in

Contact Person: Mr. Hitesh Punjani

SEBI Registration No.: INZ000268538

BSE Clearing No.: 6219

MM BSE Registration No.: SME MM0621909112018

DETAILS OF THE MARKET MAKING AGREEMENT

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE to fulfil the obligations of Market Making) dated November 25, 2022 and addendum dated December 01, 2022 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares issued in this Issue.

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

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by BSE and SEBI in 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. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being issued by the Market Maker.
2. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.
3. The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹30/- per share the minimum application lot size is 4,000 Equity Shares thus minimum depth of the quote shall be 4,000 until the same, would be revised by BSE.
4. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into 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.
5. 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.
6. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.

7. 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.
8. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE SME from time to time.
9. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by them.
10. There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
11. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE SME and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
12. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
13. The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
14. In case of termination of the abovementioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company 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 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.
15. **Risk containment measures and monitoring for Market Maker:** BSE SME will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
16. **Punitive Action in case of default by Market Maker:** BSE SME 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 (issuing two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
17. 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.
18. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹250 Crores, the applicable price bands for the first day shall be:
 - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

19. The following spread will be applicable on the BSE SME:

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	7
4.	Above 100	6

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

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

21. The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ BSE from time to time.
22. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

CAPITAL STRUCTURE

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

(₹ in lakhs except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price ⁽³⁾
A.	Authorized Share Capital		
	1,00,00,000 Equity Shares of face value of ₹10/- each	1,000.00	-
B.	Issued, Subscribed and Paid-Up Equity Capital before the Issue		
	70,28,003 Equity Shares of face value of ₹10/- each	702.80	-
C.	Present Issue in Terms of this Prospectus		
	Issue of 26,00,000 Equity Shares of face value of ₹10/- each ⁽¹⁾	260.00	780.00
	<i>Which Comprises:</i>		
	1,36,000 Equity Shares of face value of ₹10/- each at a price of ₹30/- per Equity Share reserved as Market Maker Portion	13.60	40.80
	Net Issue to Public of 24,64,000 Equity Shares of ₹10/- each at a price of ₹30/- per Equity Share to the Public	246.40	739.20
	<i>Of which</i> ⁽²⁾		
	Allocation to Retail Individual Investors of 12,32,000 Equity Shares	123.20	369.60
	Allocation to other than Retail Individual Investors of 12,32,000 Equity Shares	123.20	369.60
D.	Paid-up Equity Capital after the Issue		
	96,28,003 Equity Shares of face value of ₹10/- each	962.80	-
E.	Securities Premium Account		
	Before the Issue	48.20	
	After the Issue	568.20	

⁽¹⁾ The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on November 03, 2022 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on November 07, 2022.

⁽²⁾ Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Size. 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

As on the date of Prospectus, 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 has no outstanding convertible instruments as on the date of this Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

- (a) The initial authorized share capital of ₹1,00,000 divided into 10,000 Equity Shares of ₹10/- each.
- (b) The authorized share capital was further increased from ₹1,00,000 divided into 10,000 Equity Shares of ₹10/- each to ₹10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹10/- each vide Shareholders' Resolution dated August 31, 2021.

2. Equity Share Capital History of our Company

The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment	No. of Equity Shares allotted	Face Value (₹)	Issue Price (₹)	Nature of Consideration	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Equity Shares Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	10,000	10/-	10/-	Cash	Subscription to MOA ⁽ⁱ⁾	10,000	1,00,000	Nil
September 15, 2022	25,00,000	10/-	30/-	Cash	Rights Issue ⁽ⁱⁱ⁾	25,10,000	2,51,00,000	5,00,00,000
November 25, 2022*	45,18,003	10/-	-	Other than cash	Bonus Issue ⁽ⁱⁱⁱ⁾	70,28,003	7,02,80,030	48,19,970

*The Bonus Issue has been approved by our shareholders vide Extra- Ordinary General meeting held on November 07, 2022.

(i) Initial Subscribers to the Memorandum of Association of our company

Sr No	Name	No of Equity Shares
1.	Mr. Vishwas Vasant Bokil	2,000
2.	Mr. Amit Purushottam Punde	2,000
3.	Mr. Shailesh Sharad Bagaikar	2,000
4.	Mr. Emidio Joseph Gomes	1,000
5.	Mr. Shailesh Dilip Indapurkar	2,000
6.	Mr. Sunil Ivan Gomes	1,000
	Total	10,000

(ii) Rights Issue of 25,00,000 Equity Shares of face value of ₹10/- each in the ratio of 250:1 i.e., 250 Equity Shares for 1 equity share held

Sr No	Name	No of Equity Shares
1.	Mr. Govind Vishwanath Gadgil	11,07,500
2.	Ms. Renu Govind Gadgil	11,07,500
3.	Mr. Amit Yeshwant Modak	78,260
4.	Ms. Anjali Vishwanath Gadgil	47,579
5.	Mr. Aditya Amit Modak	44,963
6.	Mr. Shrikant Digambar Kuber	38,066
7.	Mr. Satish Digambar Kuber	38,066
8.	Mr. Prafulla Dharamraj Wagh	38,066
	Total	25,00,000

(iii) Bonus Issue of 45,18,003 Equity Shares of face value of ₹10/- each in the ratio of 100:180 i.e., 180 Bonus Equity Shares for 100 equity shares held

Sr No	Name	No of Equity Shares
1.	Mr. Govind Vishwanath Gadgil	20,02,495
2.	Ms. Renu Govind Gadgil	20,02,495
3.	Mr. Amit Yeshwant Modak	1,40,870
4.	Ms. Anjali Vishwanath Gadgil	85,644
5.	Mr. Aditya Amit Modak	80,936
6.	Mr. Shrikant Digambar Kuber	68,521
7.	Mr. Satish Digambar Kuber	68,521
8.	Mr. Prafulla Dharamraj Wagh	68,521
	Total	45,18,003

3. Except as disclosed below, we have not issued any Equity Shares for consideration other than cash, at any point of time since Incorporation:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
November 25, 2022	45,18,003	10/-	-	Bonus Issue	Capitalization of Securities Premium	Mr. Govind Vishwanath Gadgil	20,02,495
						Ms. Renu Govind Gadgil	20,02,495
						Mr. Amit Yeshwant Modak	1,40,870
						Ms. Anjali Vishwanath Gadgil	85,644
						Mr. Aditya Amit Modak	80,936
						Mr. Shrikant Digambar Kuber	68,521
						Mr. Satish Digambar Kuber	68,521
						Mr. Prafulla Dharamraj Wagh	68,521

4. No equity shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 and sections 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as disclosed below, we have not issued any Equity Shares at price below issue price within last one year from the date of this Prospectus:

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
November 25, 2022	45,18,003	10/-	-	Bonus Issue	Capitalization of Securities Premium	Mr. Govind Vishwanath Gadgil	20,02,495
						Ms. Renu Govind Gadgil	20,02,495
						Mr. Amit Yeshwant Modak	1,40,870
						Ms. Anjali Vishwanath Gadgil	85,644
						Mr. Aditya Amit Modak	80,936
						Mr. Shrikant Digambar Kuber	68,521
						Mr. Satish Digambar Kuber	68,521
						Mr. Prafulla Dharamraj Wagh	68,521

8. Shareholding Pattern of our Company

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI LODR Regulations as on the date of this 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)
								Class-Equity	Class	Total			Total as a % of (A+B+C)	No (a)	As a % of total Shares held (b)	No (a)	
A	Promoters & Promoter group	8	70,28,003	-	-	70,28,003	100.00	70,28,003	-	70,28,003	100.00	-	-	-	-	-	70,28,003
B	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C	Non - Promoters Non - Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	8	70,28,003	-	-	70,28,003	100.00	70,28,003	-	70,28,003	100.00	-	-	-	-	-	70,28,003

9. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares (Face value of ₹10/- each)	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mr. Govind Vishwanath Gadgil	31,14,992	44.32%
2.	Ms. Renu Govind Gadgil	31,14,992	44.32%
3.	Mr. Amit Yeshwant Modak	2,19,131	3.12%
4.	Ms. Anjali Vishwanath Gadgil	1,33,224	1.89%
5.	Mr. Aditya Amit Modak	1,25,900	1.79%
6.	Mr. Shrikant Digambar Kuber	106,588	1.52%
7.	Mr. Satish Digambar Kuber	106,588	1.52%
8.	Mr. Prafulla Dharamraj Wagh	106,588	1.52%
	Total	70,28,003	100.00%

10. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of then Equity Share Capital (%)
1.	Smita Vishwas Bokil J/W Vishwas Vasant Bokil	3,200	32.00%
2.	Vaishali Shailesh Bagaitkar J/W Shailesh Sharad Bagaitkar	2,500	25.00%
3.	Vishwas Vasant Bokil J/W Smita Vishwas Bokil	1,800	18.00%
4.	Shailesh Sharad Bagaitkar J/W Vaishali Shailesh Bagaitkar	2,500	25.00%
	Total	10,000	100.00%

11. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of one year prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of then Equity Share Capital (%)
1.	Mr. Govind Vishwanath Gadgil	4,997	49.97%
2.	Ms. Renu Govind Gadgil	4,997	49.97%
	Total	9,994	99.94%

12. Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as of 10 days prior to the date of this Prospectus:

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Mr. Govind Vishwanath Gadgil	11,12,497	44.32%
2.	Ms. Renu Govind Gadgil	11,12,497	44.32%
3.	Mr. Amit Yeshwant Modak	78,261	3.12%
4.	Ms. Anjali Vishwanath Gadgil	47,580	1.89%
5.	Mr. Aditya Amit Modak	44,964	1.79%
6.	Mr. Shrikant Digambar Kuber	38,067	1.52%
7.	Mr. Satish Digambar Kuber	38,067	1.52%
8.	Mr. Prafulla Dharamraj Wagh	38,067	1.52%
	Total	25,10,000	100.00%

13. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
14. Our Company does not have any intention or proposal to alter our capital structure within a period of six (6) months from the date of opening of the 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 bonus, rights, further public issue or qualified institutions placement or otherwise, except that if our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

15. Shareholding of our Promoters

As on the date of this Prospectus, our Promoters holds 88.64% of the pre-issued, subscribed and paid-up Equity Share Capital of our Company.

Build-up of the shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	Cumulative No. of Equity Shares	FV (₹)	Acquisition / Transfer Price	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital	Pledge
Mr. Govind Vishwanath Gadgil									
April 03, 2021	Transfer from Shailesh Sharad Bagaitkar J/W Vaishali Shailesh Bagaitkar	Cash	2,498	2,498	10/-	20/-	0.04%	0.03%	No
	Transfer from Smita Vishwas Bokil J/W Vishwas Vasant Bokil	Cash	700	3,198	10/-	20/-	0.01%	0.01%	No
	Transfer from Vishwas Vasant Bokil J/W Smita Vishwas Bokil	Cash	1,799	4,997	10/-	20/-	0.03%	0.02%	No
September 15, 2022	Rights Issue	Cash	11,07,500	11,12,497	10/-	30/-	15.76%	11.50%	No
November 25, 2022	Bonus Issue	Other than cash	20,02,495	31,14,992	10/-	-	28.49%	20.80%	No
	Total		31,14,992				44.32%	32.35%	
Ms. Renu Govind Gadgil									
April 03, 2021	Transfer from Smita Vishwas Bokil J/W Vishwas Vasant Bokil	Cash	2,499	2,499	10/-	20/-	0.04%	0.03%	No
	Transfer from Vaishali Shailesh Bagaitkar J/W Shailesh Sharad Bagaitkar	Cash	2,498	4,997	10/-	20/-	0.04%	0.03%	No
September 15, 2022	Rights Issue	Cash	11,07,500	11,12,497	10/-	30/-	15.76%	11.50%	No
November 25, 2022	Bonus Issue	Other than cash	20,02,495	31,14,992	10/-	-	28.49%	20.80%	No
	Total		31,14,992				44.32%	32.35%	

16. Pre-Issue and Post-Issue Shareholding of our Promoters and Promoter group:

Category of Promoters	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
Promoters				
Mr. Govind Vishwanath Gadgil	31,14,992	44.32%	31,14,992	32.35%
Ms. Renu Govind Gadgil	31,14,992	44.32%	31,14,992	32.35%
Promoter group				
Mr. Amit Yeshwant Modak	2,19,131	3.12%	2,19,131	2.28%
Ms. Anjali Vishwanath Gadgil	1,33,224	1.89%	1,33,224	1.39%
Mr. Aditya Amit Modak	1,25,900	1.79%	1,25,900	1.31%
Mr. Shrikant Digambar Kuber	1,06,588	1.52%	1,06,588	1.11%
Mr. Satish Digambar Kuber	1,06,588	1.52%	1,06,588	1.11%
Mr. Prafulla Dharamraj Wagh	1,06,588	1.52%	1,06,588	1.11%
Total	70,28,003	100.00%	70,28,003	73.00%

17. Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of the Prospectus by our Promoters or Directors or Promoter group which in aggregate equals to or is greater than 1% of the pre- issue share capital of our Company:

S. No.	Name of Shareholder	Date of Transaction	Promoters/ Promoter group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred	
1.	Mr. Govind Vishwanath Gadgil	April 03, 2021	Promoter and Non-Executive Director	2,498	-	Transfer from Shailesh Sharad Bagaitkar J/W Vaishali Shailesh Bagaitkar	
2.				700	-	Transfer from Smita Vishwas Bokil J/W Vishwas Vasant Bokil	
3.				1,799	-	Transfer from Vishwas Vasant Bokil J/W Smita Vishwas Bokil	
4.				September 15, 2022	11,07,500	-	Rights Issue
5.				November 25, 2022	20,02,495	-	Bonus Issue
6.	Ms. Renu Govind Gadgil	April 03, 2021	Promoter	2,499	-	Transfer from Smita Vishwas Bokil J/W Vishwas Vasant Bokil	
7.				2,498	-	Transfer from Vaishali Shailesh Bagaitkar J/W Shailesh Sharad Bagaitkar	
8.				September 15, 2022	11,07,500	-	Rights Issue
9.				November 25, 2022	20,02,495	-	Bonus Issue
10.	Mr. Amit Yeshwant Modak	April 03, 2021	Promoter Group and Non-Executive Director	1	-	Transfer from Shailesh Sharad Bagaitkar J/W Vaishali Shailesh Bagaitkar	
11.				September 15, 2022	78,260	-	Rights Issue
12.				November 25, 2022	1,40,870	-	Bonus Issue
13.	Ms. Anjali Vishwanath Gadgil	July 25, 2022	Promoter Group	1	-	Transfer from Shailesh Sharad Bagaitkar J/W Vaishali Shailesh Bagaitkar	

S. No.	Name of Shareholder	Date of Transaction	Promoters/ Promoter group/ Director	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold	Subscribed/ Acquired/ Transferred
14.		September 15, 2022		47,579	-	Rights Issue
15.		November 25, 2022		85,644	-	Bonus Issue
16.	Mr. Aditya Amit Modak	April 03, 2021	Promoter Group and Non-Executive Director	1	-	Transfer from Vaishali Shailesh Bagaitkar J/W Shailesh Sharad Bagaitkar
17.		September 15, 2022		44,963	-	Rights Issue
18.		November 25, 2022		80,936	-	Bonus Issue
19.	Mr. Shrikant Digambar Kuber	July 25, 2022	Promoter Group	1	-	Transfer from Smita Vishwas Bokil J/W Vishwas Vasant Bokil
20.		September 15, 2022		38,066	-	Rights Issue
21.		November 25, 2022		68,521	-	Bonus Issue
22.	Mr. Satish Digambar Kuber	July 25, 2022	Promoter Group	1	-	Transfer from Vaishali Shailesh Bagaitkar j/w Shailesh Sharad Bagaitkar
23.		September 15, 2022		38,066	-	Rights Issue
24.		November 25, 2022		68,521	-	Bonus Issue
25.	Mr. Prafulla Dharamraj Wagh	July 25, 2022	Promoter Group	1	-	Transfer from Vishwas Vasant Bokil J/W Smita Vishwas Bokil
26.		September 15, 2022		38,066	-	Rights Issue
27.		November 25, 2022		68,521	-	Bonus Issue

18. None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Name	Designation	No. of Equity Shares held
Mr. Govind Vishwanath Gadgil	Chairman and Non-Executive Director	31,14,992
Mr. Amit Yeshwant Modak	Non-Executive Director	2,19,131
Mr. Aditya Amit Modak	Non-Executive Director	1,25,900

19. None of our Promoters, Promoter group, Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Prospectus.

20. Promoters' Contribution and Lock-in details

Details of Promoters' Contribution locked-in for three (3) years

Pursuant to the Regulation 236 and 238 of SEBI ICDR Regulations, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be locked-in for a period of three years from the date of Allotment in this Issue. As on date of this Prospectus, our Promoters hold 22,15,000 Equity Shares constituting 23.00% of the Post Issued, Subscribed and Paid-up Equity Share Capital of our Company, which are eligible for Promoters' Contribution.

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 Prospectus until the commencement of the lock-in period specified below.

Details of the Equity Shares forming part of Promoters' Contribution and their lock-in details are as follows:

Name of Promoters	Date of Allotment/Acquisition & when made fully paid up	No of Equity shares	No of Equity shares locked in	Face Value (in ₹)	Issue Price (in ₹)	Nature of Allotment	% Of Post-Issue Paid-up Capital	Lock-in Period
Mr. Govind Vishwanath Gadgil	September 15, 2022	11,07,500	11,07,500	10/-	30/-	Rights Issue	11.50%	3 years
Ms. Renu Govind Gadgil	September 15, 2022	11,07,500	11,07,500	10/-	30/-	Rights Issue	11.50%	3 years

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. 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:

- Equity Shares acquired three years preceding the date of this Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources or unrealized profits or against equity shares which are otherwise ineligible for computation of Promoters' Contribution.
- The Equity Shares acquired during the year preceding the date of this Prospectus, at a price lower than the price at which the Equity Shares are being issued to the public in the Issue is not part of the minimum promoters' contribution;
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge or any other form of encumbrances.
- Specific written consent has been obtained from the Promoters for inclusion of 22,15,000 Equity Shares for ensuring lock-in of three years to the extent of minimum 20.00% of post issue Paid-up Equity Share Capital from the date of allotment in the public Issue.
- The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI ICDR Regulations.
- We further confirm that our Promoters' Contribution of minimum 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.

Equity Shares locked-in for one year other than Minimum Promoters' Contribution

Pursuant to Regulation 238(b) and 239 of the SEBI ICDR Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-Issue 48,13,003 Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

Inscription or recording of non-transferability

In terms of Regulation 241 of the SEBI ICDR Regulations, 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.

Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI ICDR Regulations, 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.

Transferability of Locked in Equity Shares

- (a) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter group or to a new promoters or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
 - (b) Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.
21. Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
 22. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful Applicants will be issued fully paid-up Equity Shares.
 23. As on the date of this 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.
 24. As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOPs till date. 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.
 25. 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 175 of this 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.
 26. An over-subscription to the extent of 10% of the Net 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 Net Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
 27. Subject to valid applications being 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.
 28. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
 29. We have 8 (Eight) Shareholders as on the date of filing of the Prospectus.
 30. As per RBI regulations, OCBs are not allowed to participate in this Issue.

31. Our Company has not raised any bridge loans.
32. There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
33. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
34. Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
35. Our Promoters and Promoter group will not participate in the Issue.
36. There are no safety net arrangements for this Public Issue.

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

REQUIREMENT OF FUNDS

The Issue comprises of fresh issue of 26,00,000 Equity Shares by our Company aggregating to ₹780.00 Lakhs.

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

1. Funding working capital requirements; and
2. General corporate purposes.

(Collectively, referred to herein as the “*Objects of the Issue*”)

The main objects and objects incidental and ancillary to the main objects, as set out in our Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Issue. In addition, our Company expects to receive the benefits of listing of Equity Shares on the BSE SME including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

ISSUE PROCEEDS

The details of the proceeds of the Issue are set forth in the table below:

(₹ in Lakhs)

Particulars	Amount
Gross Proceeds of the Issue	780.00
Less: Issue related Expenses	53.05
Net Proceeds of the Issue	726.95

UTILISATION OF NET PROCEEDS

The Net Proceeds are proposed to be utilised in the manner set out in the following table:

S. No	Particulars	Estimated Amt (₹ in Lakhs)	% Of Gross Proceeds	% Of Net Proceeds
1.	Funding working capital requirements	550.00	70.51%	75.66%
2.	General Corporate Purpose	176.95	22.69%	24.34%
	Total	726.95	93.20%	100.00%

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

The Net Proceeds of the Issue (“Net Proceeds”) are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in lakhs)

Sr. No.	Object	Amount to be financed from Net Proceeds	Estimated Utilization of Net Proceeds in F. Y. 2022-23	Estimated Utilization of Net Proceeds in F. Y. 2023-24
1.	Funding working capital requirements	550.00	200.00	350.00
2.	General Corporate Purpose	176.95	176.95	-
	Total	726.95	376.95	350.00

MEANS OF FINANCE

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

Particulars	Amt. (₹ in Lakhs)
Net Issue Proceeds	726.95
Total	726.95

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

The fund requirements set out for the aforesaid objects of the Issue are proposed to be met entirely from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the section titled “*Risk Factors*” on page 109 of this Prospectus.

DETAILS OF THE OBJECTS OF THE ISSUE

1. Funding working capital requirements

Our business is working capital intensive. Our business operations started from December 2021 onwards. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals and financing from banks. As of date of this Prospectus, the aggregate amount sanctioned by the banks to our Company under the fund based working capital facilities amounted to ₹800.00 Lakhs and term loan of ₹200.00 Lakhs. For details of facilities availed by us, see chapter titled “*Financial Indebtedness*” beginning on page 314 of this Prospectus. We propose to utilise ₹550.00 Lakhs from the Net Proceeds to fund the working capital requirements of our Company in Fiscal Year 2023 and 2024.

Reasons for raising additional Working Capital

Jewellery industry, specifically retail sector is inventory intensive. Our Company is engaged in the business of sale of fashion and costume jewellery and operates through 30 POS Counters across Maharashtra, Karnataka and Gujarat. Our Company is required to maintain hefty stock for running business operations throughout the year. Increase in stock required to display in our POS Counters and e-commerce platforms will lead to augmented sales thereby growing our business operations. We want to set up Point of Sales (POS) counters across geographic jurisdiction, airports and other locations depending upon market demand through research and development, expanding our retail business along with online sales. Therefore, our Company requires additional working capital primarily for financing the increased inventory at our stores.

Basis of estimation of long-term working capital requirement and estimated working capital requirement:

The details of our Company’s working capital derived from Restated Financial Statements, source of funding of the same and the projected working capital requirements (as approved by the Board through their resolution dated November 28, 2022) for Fiscal Year 2023 and 2024 are provided in the table below:

(₹ In Lakhs)

Sr. No.	Particulars	Actual	Estimated	Projected	Projected
		Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025
I	Current Assets				
	Inventories	682.00	915.00	1326.00	1690.00
	Trade receivables	0.69	16.04	20.00	25.00
	Cash and cash equivalents	62.55	41.97	214.58	252.64
	Other Current and Financial Assets	52.82	40.00	100.00	186.00
	Total (A)	798.06	1,013.01	1,660.58	2,153.64
II	Current Liabilities				
	Lease Liability	-	14.00	11.00	9.00
	Trade payables	130.13	147.17	128.30	170.96
	Other Current and Financial Liabilities	26.87	7.04	44.58	57.70
	Short Term Provisions	24.93	129.08	182.20	200.53
	Total (B)	181.93	297.29	366.08	438.19

Sr. No.	Particulars	Actual	Estimated	Projected	Projected
		Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025
III	Total Working Capital Gap (A-B)	616.13	715.72	1,294.50	1,715.45
IV	Funding Pattern				
	Short Term Borrowings	531.28	200.00	600.00	10,00.00
	Internal Accruals	84.85	315.72	344.50	715.45
	IPO Proceeds	-	200.00	350.00	-

Key assumptions for working capital projections made by our Company:

Particulars	Actual	Estimated	Projected	Projected
	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Debtor Holding Days	-	2	3	3
Creditor Payment Days	46	33	24	28

Justification:

S. No.	Particulars
Trade Receivables	We don't have significant debtor holding days since we are engaged in the retail business of costume fashion jewellery.
Trade Payables	We expect creditor payment days to be at 33 Days approx. for FY 2022-23 and 24 Days approx. for FY 2023-24 based on increased purchase and better credit period allowed by suppliers.

2. General Corporate Purpose

Our management will have flexibility to deploy the balance Net Proceeds of the Issue towards general corporate purposes, to be deployed towards including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or repayment of liabilities (on demand) if any or any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

The quantum of utilization of funds towards any of the above purposes will be determined based on the amount actually available under this head and the business requirements of our Company, from time to time. This may also include rescheduling the proposed utilization of Net Proceeds. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount in the subsequent Fiscals.

We further confirm that in terms of the SEBI ICDR Regulations, the extent of the Net Proceeds proposed to be utilized for general corporate purposes does not exceed 25.00% of the gross proceeds of the issue

ESTIMATED ISSUE RELATED EXPENSES

The details of the estimated issue related expenses are tabulated below:

Activity	Amount (₹ in Lakhs)	As a % of Estimates Expenses	As a % of Issue Size
Lead manager(s) fees including underwriting commission	32.35	60.98%	4.15%
Brokerage, selling commission and upload fees	0.15	0.28%	0.02%
Registrar to the issue	1.50	2.83%	0.19%
Legal Advisors	0.40	0.75%	0.05%
Advertising and marketing expenses	2.00	3.77%	0.26%
Regulators including stock exchanges	1.70	3.20%	0.22%
Printing and distribution of issue stationary	0.85	1.60%	0.11%
Others, if any (market making, depositories, marketing fees, secretarial, peer review auditors, etc.)	14.10	26.58%	1.81%
Total	53.05	100.00%	6.80%

The fund deployed out of internal accruals up to December 01, 2022 is ₹15.88 Lakhs towards issue expenses vide certificate dated December 01, 2022 having UDIN: 22031177BEQKFE8657 received from M/s Khandelwal Jain & Associates, Chartered Accountants and the same will be recouped out of issue expenses.

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

- (1) SCSBs will be entitled to a processing fee of ₹10/- per Application Form only for the Successful Allotments for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.
- (2) Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment Amount.
- (3) No additional uploading/processing charges shall be payable to the SCSBs on the applications directly procured by them.
- (4) The commission and processing fees shall be released only after the SCSBs provide a written confirmation to the Lead Manager not later than 30 days from the finalization of Basis of Allotment by Registrar to the Issue in compliance with SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.
- (5) Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

BRIDGE LOANS

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

APPRAISING ENTITY

The objects of the Issue for which the Net Proceeds will be utilised have not been appraised.

MONITORING OF UTILIZATION OF FUNDS

As this is a Fresh Issue for less than ₹10,000 Lakhs, we are not required to appoint a monitoring agency for the purpose of the Issue in terms of the SEBI ICDR Regulations.

Our Board and Audit committee shall monitor the utilization of the net proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilized Net Proceeds in the balance sheet of our Company for the relevant financial years subsequent to the completion of the Issue.

Pursuant to SEBI LODR Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilized for purposes other than those stated in this prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32 of the SEBI LODR Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilization of the proceeds of the Issue from the Objects; and (ii) details of category wise variations in the utilization of the proceeds from the Issue from the Objects. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

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

OTHER CONFIRMATIONS / PAYMENT TO PROMOTERS AND PROMOTERS’S GROUP FROM THE IPO PROCEEDS

There is no proposal whereby any portion of the Net Proceeds will be paid to our Promoters, Promoter group, Directors and Key Managerial Personnel, Group Companies, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter group, Directors Group Companies, and/or Key Managerial Personnel.

BASIS FOR ISSUE PRICE

Investors should read the following basis with the section titled “Risk Factors” and chapters titled “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 23, 128, 132 and 89 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

QUALITATIVE FACTORS

Some of the qualitative factors and our strengths which form the basis for the issue price are:

- Long history, established and existing brand name of “P.N. Gadgil & Sons”
- Extensive product list
- Hybrid Shopping model
- Experienced Promoters and a well-trained employee base

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 89 of this Prospectus.

QUANTITATIVE FACTORS

The information presented in this chapter is derived from company’s Restated Financial Statements for the period ended September 30, 2022 and financial years ended on March 31, 2022, 2021, and 2020 prepared in accordance with Ind - AS. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 128 of this Prospectus.

Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

1. Basic and Diluted Earnings / (Loss) Per Share (“EPS”) as per Ind AS 33

As per Restated Financial Statements – Pre-Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2022	1105.30	3
March 31, 2021	3.46	2
March 31, 2020	(0.99)	1
Weighted Average	553.64	
For the Period from April 01, 2022 to September 30, 2022 (Not annualised)	88.00	

As per Restated Financial Statements – Post Bonus

Particulars	Basic & Diluted EPS (in ₹)	Weights
March 31, 2022	394.75	3
March 31, 2021	1.23	2
March 31, 2020	(0.35)	1
Weighted Average	197.73	
For the Period from April 01, 2022 to September 30, 2022 (Not annualised)	4.48	

Note: Our Company had issued bonus equity shares post the balance sheet date of September 30, 2022. The earnings per share have 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 Ind AS 33. The face value of each Equity Share is ₹10/-.

2. Price Earnings Ratio (“P/E”) in relation to the Issue Price of ₹30/- per share of ₹10/- each fully paid-up – Post Bonus

Particulars	P/E (number of times) *
Based on Restated Financial Statements	
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2021-22	0.08
P/E ratio based on the Weighted Average Basic & Diluted EPS	0.15

3. Return on Net worth (RoNW)

As per Restated Financial Statements

Particulars	RONW (%)	Weights
March 31, 2022	100.94	3
March 31, 2021	21.28	2
March 31, 2020	(7.72)	1
Weighted Average	56.28	
For the Period from April 01, 2022 to September 30, 2022 (Not annualised)	19.87	

Note: The RONW has been computed by dividing Restated Net worth by Restated Net profit after tax as at the end of that period.

4. Net Asset Value (NAV)

As per Restated Financial Statements – Pre-Bonus

Financial Year	NAV (₹)
March 31, 2022	1,095.04
March 31, 2021	16.24
March 31, 2020	12.78
For the Period from April 01, 2022 to September 30, 2022	442.83

As per Restated Financial Statements – Post-Bonus

Financial Year	NAV (₹)
March 31, 2022	391.09
March 31, 2021	5.80
March 31, 2020	4.56
For the Period from April 01, 2022 to September 30, 2022	22.53
Net Asset Value per Equity Share after the Issue at Issue Price	12.54
Issue Price*	30.00

Note: NAV has been computed by Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period

5. Comparison with Industry Peers

We operate in Costume Jewellery Industry. We believe that there is no listed Company which is specifically comparable to us w.r.t our industry and business.

The face value of our share is ₹10/- per share and the Issue Price is of ₹30/- per share are 3.00 times of the face value.

Our Company in consultation with the Lead Manager believes that the Issue Price of ₹30/- per share for the Public Issue is justified in view of the above parameters. Investor should read the above-mentioned information along with the section titled “Risk Factors” beginning on page 23 of this Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “Restated Financial Statements” beginning on page 128 of this Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
Board of Directors
PNGS Gargi Fashion Jewellery Limited
S. No. 37/1 & 37/2, near Lokmat newspaper
Wadgaon Khurd
Pune-411041, Maharashtra

Dear Sir,

Subject- Statement of possible tax benefits (“the statement”) available to PNGS Gargi Fashion Jewellery Limited (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018.

Reference - Initial Public Offer (“IPO”) of Equity Shares of Rs.10/- each by PNGS Gargi Fashion Jewellery Private Limited.

We hereby confirm that the enclosed Annexure, prepared by the company which provides the possible special tax benefits under direct tax and indirect tax available to the company and the shareholders of the Company, under the Income Tax Act, 1961, Central Goods and Services tax Act, 2017, Integrated Goods and Services Tax Act, 2017, Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975 (collectively the “Taxation Laws”), the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2023-24 relevant to the financial year 2022-23, available to the company and its shareholders.

Several of these benefits are dependent on the company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the direct and indirect taxation laws including the Income Tax Act 1961. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent on fulfilling such conditions.

The benefits discussed in the enclosed annexure are neither exhaustive nor conclusive. The content stated in the Annexure are based on the information and explanations obtained from the company. This statement is only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering. Neither are we suggesting nor advising the investor to invest money based on this statement.

The contents of the enclosed statement 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.

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

- i) the Company or its shareholders will continue to obtain these benefits in future; or
- ii) the conditions prescribed for availing the benefits have been/would be met with; or
- iii) the revenue authorities/courts will concur with the views expressed herein.

This statement is provided solely for the purpose of assisting the company in discharging its responsibilities under the ICDR regulations.

We hereby give our consent to include this report and the enclosed Annexure regarding the tax benefits available to the company and its shareholders in the Prospectus/prospectus for the proposed initial public offer of equity shares which the company intends to submit to the BSE Limited where the equity shares of the company are proposed to be listed, as applicable.

This Statement is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexure to this Statement is intended solely for inclusion in the Prospectus, Prospectus and any other material in connection with the proposed initial public offering of equity shares of the Company. This certificate is not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for the purpose stated above. Accordingly save as mentioned above, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Khandelwal Jain & Associates

Chartered Accountants

FRN: 139253W

Sd/-

R G Nahar

Partner

M. No. 031177

UDIN: 22031177BEFRAA8967

Place: Pune

Date: 27.11.2022

Encl: Statement of Possible Special Tax Benefits

ANNEXURE TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible tax benefits available to the Company and its shareholders under the taxation laws presently in force in India.

A. Special tax benefits available to the Company

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

B. Special tax benefits available to Shareholders

There are no special tax benefits available to the shareholders for investing in the shares of the Company.

Notes:

1. This statement does not discuss any tax benefits in the country outside India of an investment in the Equity Shares. The subscribers of the Equity Shares in the country other than India are urged to consult their own professional advisers regarding possible special tax benefits and consequences that apply to them.
2. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.
3. The above statement of possible special tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax benefits of the purchase, ownership and disposal of shares and warrants.
4. All the above benefits are as per the current taxation laws. Accordingly, any change or amendment in the laws /regulations, which when implemented would impact the same.

SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this chapter has been extracted from the websites of and publicly available documents from various sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with this Issue has independently verified the information provided in this chapter. Industry sources and publications, referred to in this chapter, 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.

GLOBAL ECONOMIC OVERVIEW

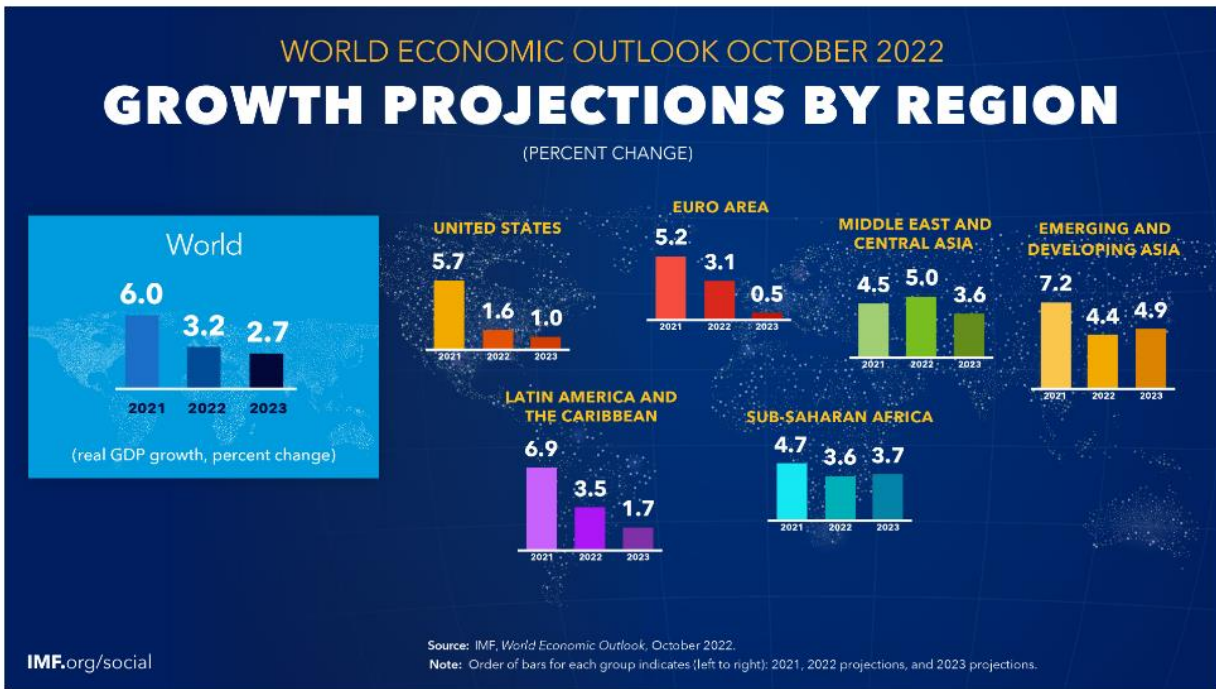
Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic all weigh heavily on the outlook. Global growth is forecast to slow from 6.0 percent in 2021 to 3.2 percent in 2022 and 2.7 percent in 2023. This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic.

Global inflation is forecast to rise from 4.7 percent in 2021 to 8.8 percent in 2022 but to decline to 6.5 percent in 2023 and to 4.1 percent by 2024. Monetary policy should stay the course to restore price stability, and fiscal policy should aim to alleviate the cost-of-living pressures while maintaining a sufficiently tight stance aligned with monetary policy. Structural reforms can further support the fight against inflation by improving productivity and easing supply constraints, while multilateral cooperation is necessary for fast-tracking the green energy transition and preventing fragmentation.



Global Prospects and Policies

The slowdown in global economic activity is broad-based and sharper-than-expected, with inflation higher than seen in decades. The economic outlook depends on a successful calibration of monetary and fiscal policies, the course of the war in Ukraine, and growth prospects in China. Risks remain unusually large: monetary policy could miscalculate the right stance to reduce inflation; diverging policy paths in the largest economies could exacerbate the US dollar's appreciation; tightening global financing could trigger emerging market debt distress; and a worsening of China's property sector crisis could undermine growth. Policymakers should focus on restoring price stability and alleviating cost-of-living pressures. Multilateral cooperation remains necessary to fast-track the green energy transition and prevent fragmentation.



1. According to the flagship report of IMF - 'World Economic Outlook' released on 12th October 2022, the global economy is projected to grow by (+) 3.2 % in 2022. (Table). The global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The economic forecast is revised downwards majorly on account of the cost-of-living crisis, tightening financial conditions in most regions, Russia's invasion of Ukraine, and the lingering COVID-19 pandemic.
2. Projected Growth in Advanced Economies is (+) 2.4 % and (+) 3.7 % in 2022.
 - Advanced Economies are projected to expand by (+) 2.5 % in 2022 which includes the USA (+ 1.6 %), Japan (+ 1.7%), the United Kingdom (+ 3.6 %), Germany (+1.5 %), France (+2.5 %), Italy (+3.2%), and Spain (+4.3 %).
 - The group of emerging markets and developing economies (EMDEs) is projected to expand by +3.7 % in 2022.
3. Indian economy is expected to record a growth of 6.8 % in 2022 as against 7.4 % predicted in WEO, July 2022.
4. Projected Growth in Global Trade is (+) 4.3 % in 2022 and (+) 2.5 % in 2023.

Global trade is expected to grow by 4.3 % in 2022 and 2.5 % in 2023 which mainly reflects the decline in global output growth. Supply chain constraints, decrease in Chinese supply delivery times, continued lockdowns and restrictions on account of renewed covid-19 strains continue to halt recovery of global trade. The dollar's appreciation in 2022 is also one of the factors that have further slowed world trade growth, considering the dollar's dominant role in trade invoicing and the implied pass-through in consumer and producer prices outside the US.

Gem and Jewellery Gross Exports: April – September 2022

Gross Exports (US\$ billion) April – September 2022			Exports Growth: 5.99% y-o-y (April-September 2022)	
Months	FY 2021-2022	FY 2022-2023		
April	3.39	3.48		
May	2.98	3.24		
June	2.84	3.55		
July	3.48	3.29		
August	3.45	3.34		
September	3.24	3.64		
April to September	19.38	20.54		

Growth trends in major economies – October 2022 in comparison to July 2022, IMF WEO, forecasts

- ❖ USA - The growth in the United States in 2022 has been revised down reflecting the unexpected real GDP contraction in the second quarter. Declining real disposable income is expected to have an impact on the consumer demand, and higher interest rates are taking an important toll on spending, especially spending on residential investment.
- ❖ UK – A significant slowdown is also projected in the country as high inflation reduces purchasing power and tighter monetary policy takes a toll on consumer spending and business investment.
- ❖ India – The growth outlook for the country is revised downwards reflecting a weaker-than-expected outturn in the second quarter and more subdued external demand.
- ❖ China – The Chinese economy is projected to experience a downturn in its outlook owing to COVID-19 outbreaks and lockdowns in multiple localities, as well as the worsening property market crisis that have held back economic activity in China.
- ❖ ASEAN economies – The growth in these economies is revised downwards due to less favourable external conditions, with slower growth in major trading partners such as China, the euro area, and the US; the decline in household purchasing power from higher food and energy prices; and in most cases, more rapid monetary policy tightening to bring inflation back to target.
- ❖ Europe - The growth slowdown in the region is less pronounced than the United States in 2022 but is expected to deepen in 2023. However, in 2023 growth across Europe is expected to decline due to spillover effects from the war in Ukraine, with especially sharp downward revisions for economies most exposed to the Russian gas supply cuts, and tighter financial conditions, with the European Central Bank having ended net asset purchases and rapidly raising policy rates.
- ❖ Latin America and Caribbean – The growth for the region is revised upwards reflecting stronger-than-expected activity in the first half of 2022 on the back of favourable commodity prices, still-favourable external financing conditions, and the normalization of activities in contact-intensive sectors.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2022/10/11/world-economic-outlook-october-2022>, https://gjepec.org/pdf/market_reports/Gem-and-Jewellery-Trade-Quick-Update-April-September-2022.pdf)

INDIAN ECONOMY OVERVIEW

The Indian economy has fully recovered to the pre-pandemic real GDP level of 2019-20, according to the provisional estimates of GDP released on May 31, 2022. Real GDP growth in FY 2021-22 stands at 8.7%, which is 1.5% higher than the real GDP in FY 2019-20. These figures are associated with stronger growth momentum, indicating increased economic demand. The investment rate in the fourth quarter increased to its highest level in the previous nine quarters. Moreover, capacity utilisation in the manufacturing sector rose in the fourth quarter, as against the third quarter, implying a build-up in demand, which is consistent with the growth objectives of the Indian economy.

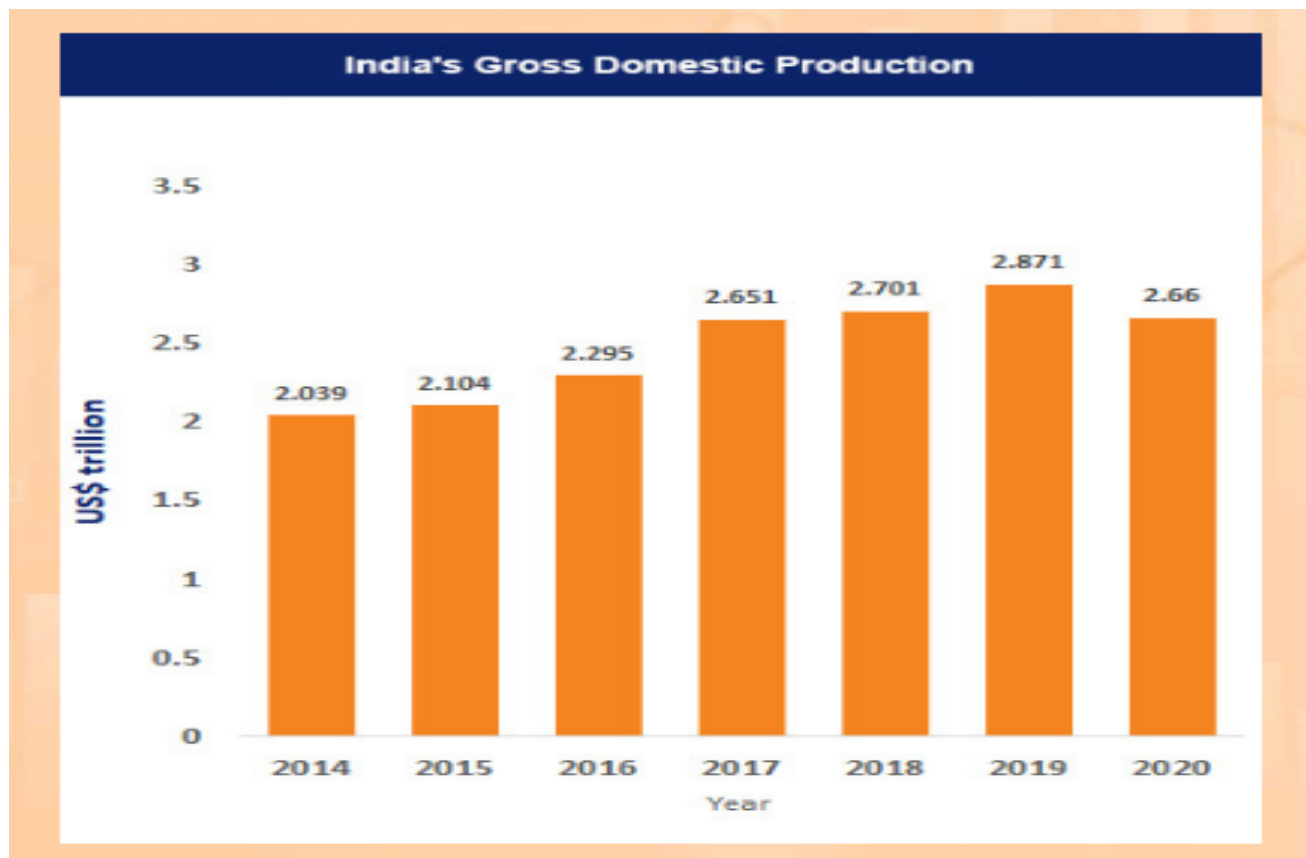
Future capital spending of the government in the Indian economy is expected to be supported by factors such as tax buoyancy, streamlined tax system, thorough assessment and rationalisation of the tariff structure and digitisation of tax filing. In the medium term, an increase in capital spending on infrastructure and asset-building projects is set to increase growth multipliers. Furthermore, revival in monsoon and Kharif sowing helped the agriculture sector gain momentum. As of July 11, 2022, the South-West monsoon has covered the entire country, resulting in 7% higher rainfall than the normal level. India has emerged as the fastest-growing major economy in the world, and is expected to be one of the top three economic powers globally over the next 10-15 years, backed by its robust democracy and strong partnerships.

Market Size

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

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between this period. India's current account deficit (CAD), primarily driven by an increase in the trade deficit, stood at 1.2% of GDP in 2021-22.

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



Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing 70% to the country's economic activity. With the economic scenario improving on recovering from the COVID-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also launching growth-oriented policies to boost the economy.

In view of this, the country witnessed many developments in the recent past, some of which are mentioned below.

- As of July 15, 2022, India's foreign exchange reserves reached US\$ 572.71 billion.
- Private equity-venture capital (PE-VC) sector investments stood at US\$ 34.1 billion, up 28% YoY, across 711 deals through January-June 2022.
- India's merchandise exports stood at US\$ 676.2 billion in FY22. In June 2022, India's merchandise exports stood at US\$ 37.9 billion, recording the highest ever exports in June 2022.
- PMI Services was at 58.9 in May 2022 compared to 57.9 in April 2022.
- In June 2022, the gross Goods and Services Tax (GST) revenue collection stood at Rs. 1.44 trillion (US\$ 18.1 billion).
- According to the Department for Promotion of Industry and Internal Trade (DPIIT), FDI equity inflow in India stood at US\$ 588.53 billion between April 2000-March 2022.
- In May 2022, the Index of Industrial Production (IIP) stood at 137.7 driven by mining, manufacturing and electricity sectors.

- Consumer Price Index (CPI) inflation stood at 7.01% in June 2022 compared to 7.04% in May 2022.
- In July 2022 (until 21 July 2022), Foreign Portfolio Investment (FPI) outflows stood at Rs. 228,862 crore (US\$ 28.65 billion)
- Wheat procurement in Rabi 2021-22 and anticipated paddy purchase in Kharif 2021-22 would include 1208 lakh (120.8 million) metric tonnes of wheat and paddy from 163 lakh (16.7 million) farmers, as well as a direct payment of MSP value of Rs. 2.37 lakh crore (US\$ 31.74 billion) to their accounts.

Government Initiatives

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over the recent decade, India's rapid economic growth has led to a substantial increase in demand for exports. Moreover, many of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission and the Atal Mission for Rejuvenation and Urban Transformation, are aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In July 2022, the Union Cabinet chaired by the Prime Minister, Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India and Maldives. This MoU will provide a platform to tap the benefits of IT for court digitisation, and can be a potential growth area for IT companies and start-ups in both the countries.
- India and Namibia entered into an MoU on wildlife conservation and sustainable biodiversity utilisation on July 20, 2022, for establishing the cheetah's habitat in the historical forest range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (INR) in order to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly-developed artificial intelligence (AI) products and technologies during the first-ever "AI in Defence" (AIDef) symposium and exhibition, organised by the Ministry of Defence in New Delhi on July 11, 2022.

In June 2022:

- Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 crore (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow.
- The projects encompass diverse sectors such as Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked an MoU with Lysterra, LLC, a Russia-based company, for the commercialisation of biocapsule, an encapsulation technology for bio-fertilisation on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners, including major trade agreements such as the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia Economic Cooperation and Trade Agreement (IndAus ECTA).
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 lakh crore (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 crore (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.

- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of AtmaNirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 lakh crore (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 crore (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 crore (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 crore (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 crore (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 lakh crore (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected 2% and 6%, respectively, in FY22.
- 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. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the 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 the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 crore (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system and help fuel liquidity and boost the Indian economy.

- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY2022-23; it is expected to raise Rs. 4 lakh crore (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs. Both sides have renewed their commitment to boost trade in a manner that benefits all.
- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- 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 expected to increase public health spending to 2.5% of the GDP by 2025.

Road Ahead

Despite continuing geopolitical concerns, rising interest rates in the US and India and high prices of crude oil and few other commodities, economic activity in India is holding up better than anticipated. Electricity consumption, manufacturing PMI, exports, power supply and other high-frequency indicators indicate that the pace of economic activity has fully recovered from the COVID-19 pandemic shock. Economic growth is anticipated to be fueled by the effective implementation of PLI schemes, development of renewable energy sources while diversifying import dependence on crude oil and bolstering of the banking sector. Recent government initiatives to boost revenue will aid in containing the rise in the current account deficit and ensure that any potential fiscal slippage is adequately contained. Overall, the first ten days of July and June were better than the first two months of FY 2022–23, which is a cause for comfort and even cautious optimism in these testing times. According to a Boston Consulting Group (BCG) analysis, India is expected to be the third-largest consumer economy as its consumption may quadruple to US\$ 4 trillion by 2025 due to changes in consumer behavior and spending patterns. By 2040, India is anticipated to overtake the US to become the second-largest economy in terms of purchasing power parity (PPP), according to a report by PricewaterhouseCoopers.

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

INDIAN GEMS AND JEWELLERY INDUSTRY

Introduction

As of February 2021, India's gold and diamond trade contributed 7.5% to India's Gross Domestic Product (GDP) and 14% to India's total merchandise exports. The gems and jewellery sector are likely to employ 8.23 million persons by 2022, from ~5 million in 2020. Based on its potential for growth and value addition, the Government declared the gems and jewellery sector as a focus area for export promotion.

India's gems and jewellery export sector—which is one of the largest in the world—contributed 27% to the global jewellery consumption in 2019. The market size of the global gems and jewellery sector is likely to expand to US\$ 103.06 billion between 2019 and 2023. India's gems and jewellery exports are expected to reach US\$ 100 billion by 2025. Globally, India was the top exporter of diamonds with a share of 20.6% in 2020. The Government of India is aiming at US\$ 70 billion in jewellery export in the next five years (until 2025), up from US\$ 35 billion in 2020.

From April-July 2022, India's gems and jewellery exports were at US\$ 13.36 billion, a 5.63% rise compared to the same period the previous year. In FY22, cut and polished diamonds accounted for the highest share of exports (62.42%), followed by gold jewellery (23.57%) and silver jewellery (6.95%). In April 2022, India's overall gems and jewellery exports was at US\$ 3.23 billion.

In July 2022, India imported gems & jewellery worth US\$ 3.12 billion. According to the Gem and Jewellery Export Promotion Council, gold bar imports stood at US\$ 1,372 million and Gold jewellery stood at US\$ 166.75 million between

April-October 2021. India's gold demand stood at 797.30 tonnes in 2021 and is expected to be in a range of 800-850 tonnes by 2022.

Growth in exports is mainly due to revived import demand in the export market of the US and fulfilment of orders received by numerous Indian exhibitors during the Virtual Buyer-Seller Meets (VBSMs) conducted by GJEPC.

In the fourth quarter of 2021, demand for gold rose by 93% over the same period a year ago to 265 tonnes. The second quarter of 2021 has been better for businesses as establishments were better prepared for lockdowns compared with 2020. Total jewellery demand in terms of volume increased by 25% YoY to 55 tonnes in the second quarter of 2021. Revised SEZ act is also expected to boost exports of gems and jewellery.

India has 10 special economic zones (SEZ) for gems & jewellery. These zones have more than 500 manufacturing units, which contribute 30% to the country's total exports.

The Government has permitted 100% FDI in the sector under the automatic route, wherein the foreign investor or the Indian company do not require any prior approval from the Reserve Bank or Government of India. The Government has made hallmarking mandatory for gold jewellery and artefacts and a period of one year is provided for its implementation.

As per Union Budget 2021, the Gem and Jewellery Export Promotion Council has proposed a reduction in import duty on cut and polished diamonds to 2.5%, from the existing 7.5%, in order to double exports of gems & jewellery to US\$ 70 billion by 2025.

Cumulative FDI inflows in diamond and gold ornaments in India stood at US\$ 1,213.05 million between April 2000-March 2022, according to the Department for Promotion of Industry and Internal Trade (DPIIT).

The Government has undertaken various measures recently to promote investment and upgrade technology and skills to promote 'Brand India' in the international market. The Government has permitted 100% FDI in the sector under the automatic route, wherein the foreign investor or the Indian company do not require any prior approval from the Reserve Bank or the Government of India. The Indian Government also signed a Comprehensive Economic Partnership Agreement (CEPA) with the United Arab Emirates (UAE) in March 2022, this will allow the Indian Gems and Jewellery industry to further boost exports. CEPA will provide the industry duty-free access to the UAE market. India's Gems Jewellery Export Promotion Council (GJEPC) aims to triple its exports to the UAE post the CEPA.

Market Size



India's gems and jewellery market size was at US\$ 78.50 billion in FY21. Growth in exports is mainly due to revived import demand in the export market of the US and fulfilment of orders received by numerous Indian exhibitors during the Virtual Buyer-Seller Meets (VBSMs) conducted by GJEPC.

India's gems and jewellery exports reached US\$ 39.14 billion in 2021-22, a 54.13% rise from the previous year. In April 2022, India's overall gems and jewellery exports were at US\$ 3.23 billion. The Government of India is aiming at US\$ 70 billion in jewellery export in the next five years (until 2025), up from US\$ 35 billion in 2020.

Investments/Developments

Cumulative FDI inflows in diamond and gold ornaments in India stood at US\$ 1,213.05 million between April 2000-March 2022, according to the Department for Promotion of Industry and Internal Trade (DPIIT).

Some of the key developments in this industry are listed below:

- In September 2021, Malabar Group invested Rs. 750 crore (US\$ 100 million) in a gold refinery and jewellery unit in Hyderabad.
- In May 2021, GJEPC and Embassy of India, Morocco, co-hosted the 'India Global Connect' to better understand the present business climate in the gems and jewellery sector and seek trade prospects for manufacturers, exporters and importers from both countries.
- The GJEPC will organise its first International Gems and Jewellery Show (IGJS) outside the country, in Dubai, from August 14-16, 2021. It will also hold a five-day physical exhibition—India International Jewellery show (IIJS-2021)—in Bengaluru from September 15-19, 2021, in a first such event outside Mumbai. GJEPC sources said that >250 buyers have registered and >95 stalls have been booked for Dubai IGJS 2021. There will be 150 booths having products such as plain gold, gold-studded jewellery, diamond-studded jewellery, silver jewellery, loose diamonds and gemstones.
- In June 2021, Tanishq launched antimicrobial jewellery in certain markets as a pilot project. Currently, the range is available in stores across Chennai and Lucknow, with further launches planned in Kolkata and Hyderabad followed by other key markets. Antimicrobial jewellery is being offered in categories such as chains and rings, which feature special-coated layers that self-disinfect the surface and impede any further microbial growth.
- In June 2021, the World Gold Council and Gem and Jewellery Export Promotion Council signed an agreement to promote gold jewellery in India. Under the agreement terms, both partners will jointly fund a multi-media marketing campaign that would aim to increase awareness, relevance and adoption of gold jewellery amongst Indian consumers, especially in millennials and Gen Z.
- In April 2021, Malabar Gold & Diamonds announced to invest Rs. 1,600 crore (US\$ 214 million) in FY22 to launch 56 stores, of which 40 would be in India and 16 across global markets. In India, stores will be opened in Tamil Nadu, Telangana, Andhra Pradesh, Karnataka, Maharashtra, Delhi, West Bengal, Uttar Pradesh, Odisha and Kerala. In July 2021, the company announced hiring of >5,000 staff, across its retail operations, brand headquarters and regional offices in the country.
- In March 2021, Joyalukkas collaborated with IBM Global Business Services to design, develop and deploy a new cloud-native e-commerce platform across 11 countries including India, the UAE, the US, the UK, Singapore, Malaysia, Bahrain, Qatar, Saudi Arabia, Kuwait and Oman.
- In February 2021, Reliance expanded its e-commerce arm, JioMart, to jewellery with silver coins of 5gm and 10 gm, and gold coins of 1gm, 5gm and 10gm.
- Reliance's in-house jewellery brand, Reliance Jewels, which has ~93 flagship showrooms and 110 shop-in-shops in 105 cities in the country, will fulfil the orders for the new segment.



Government Initiatives

- India has signed an FTA with the UAE which will further boost exports and is expected to reach the target of US\$ 52 billion.
- The Government has reduced custom duty on cut and polished diamond and colored gemstones from 7.5% to 5% and NIL.
- Revised SEZ Act is also expected to boost exports of gems and jewellery.
- In September 2021, Ms. Anupriya Patel, Minister of State for Commerce and Industry said that reforms such as the revamped gold monetisation scheme, reduction in import duty of gold, hallmarking and others would help the industry grow. The market export target is US\$ 43.75 billion for 2021.
- The government has reduced import duty for Gold & Silver (from 12.5% to 7.5%) and Platinum & Palladium (from 12.5% to 10%) to bring down the prices of precious metals in the local market.
- Indian Government made hallmarking mandatory for Gold Jewellery and Artefacts. A period of one year is provided for implementation i.e., till January 2021.
- In December 2020, All India Gem and Jewellery Domestic Council (GJC) welcomed the decision to make hallmarking compulsory from June 2021 in a phased manner; urged the government to examine the key concerns of the industry for smooth implementation of the initiative.
- Hallmarking of gold jewellery is set to begin from June 15, 2021. In view of the COVID-19 pandemic, the government accepted request of stakeholders to provide jewellers some more time to prepare for implementation and resolve issues. Earlier, the date of implementation was June 01, 2021.
- In December 2020, the Finance Ministry notified that the amendment under Prevention of Money Laundering Act (PMLA), notifying dealers in precious metals and stones, will maintain records of cash transactions worth Rs. 10 lakh (US\$ 13.61 thousand) or more cumulatively with a single customer.

GEMS AND JEWELLERY

MARKET SIZE



Market Size:
US\$ 100 billion
by 2025



More than 300,000
gems and
jewellery players



Contributes about
7% to India's
Gross Domestic Product



Employs over
4.64 million
people

SECTOR COMPOSITION

Net Export of Gems and Jewellery (US\$ billion)



Import of Gems and Jewellery (US\$ billion)



Note: * Until July 2022

KEY TRENDS

Share of various segments in total gems & jewellery exports between April 2021-March 2022



Note: *Others include Polished Lab Grown Diamonds, Platinum Jewellery, Colored Gemstones, and Gold Medallions & Coins

GOVERNMENT INITIATIVES



Gold Monetisation Scheme



BIS Hallmark Scheme



Sovereign Gold Bond Scheme

ADVANTAGE INDIA

- Growing demand:** From April-July 2022, India's gems and jewellery exports were at US\$ 13.36 billion, a 5.63% rise compared to the same period the previous year. India ranks first among the top exporters in cut & polished diamonds, and second in gold jewellery, silver jewellery and lab-grown diamonds.
- Increasing Investments:** The cumulative foreign direct investment (FDI) inflows in diamond and gold ornaments stood at US\$ 1,213.05 million between April 2000-March 2022. In September 2021, Malabar Group invested Rs. 750 crore (US\$ 100 million) in a gold refinery and jewellery unit in Hyderabad.
- Policy support:** The Government has reduced custom duty on cut and polished diamond and colored gemstones from 7.5% to 5% and NIL.
- Attractive opportunities:** India's gold demand stood at 797.30 tonnes in 2021 and is expected to be in a range of 800-850 tonnes by 2022.

Road Ahead

In the coming years, growth in the gems and jewellery sector would largely be contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Online sales are expected to account for 1–2% of the fine jewellery segment by 2021–22. Also, the relaxation of restrictions on gold import is likely to provide a fillip to the industry.

The improvement in availability along with the reintroduction of low-cost gold metal loans and likely stabilisation of gold prices at lower levels is also expected to drive volume growth for jewellers over the short to medium term. India has 450 organised jewellery manufacturers, importers & exporters and is the hub for jewellery manufacturing. These players have benefited greatly due to the increasing liberal policies by the government. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry. India's gems and jewellery industry is expected to reach US\$ 70 billion by 2025.

(Source: <https://www.ibef.org/industry/gems-jewellery-india>)

COSTUME JEWELLERY INDUSTRY

Costume jewellery is widely used by the people for completing their particular fashionable outfit. Growing awareness regarding personal adornment and grooming among the global population is primarily driving the growth of the market. Manufacturers largely provide a variety of artificial jewellery products such as bracelets, rings, necklace, and others under different categories that are suitable to be worn at the workplace, for festivals, over casual outfits, etc.

Companies widely introduce metal-plated costume jewellery items to attract people towards buying them. This is likely to drive the demand for such products. For instance, in February 2020, Rhuigi Villaseñor, a Los-Angeles based design venture launched 'Rhod', a costume jewellery brand that consists of various sets of gold-plated jewellery made up of brass material.

Shifting consumer preferences towards buying cost-effective jewellery items over expensive jewellery is expected to drive the demand for the different types of such products. Additionally, the wide availability of artificial jewellery made up of different colours & shapes is likely to attract consumers. Besides this, the rising consciousness of the people regarding changing fashion trends is likely to drive the market growth.

Increasing demand for personal adornment products such as clothing, accessory, jewellery, cosmetics, etc. by the people is likely to boost the growth of the market. According to the data presented by the Department of Statistics Singapore, in 2019, retail sales of the clothing accessory products such as watches and jewellery increased by 8.9% over to that of 2018. Additionally, factors such as growing urbanisation, as well as the standard of living of the global population, are largely providing ease in the demand for such fashionable products. However, large availability of the unorganised industry players with their counterfeit offerings is anticipated to limit the demand for the costume jewellery items.

(Source: <https://www.fortunebusinessinsights.com/costume-jewellery-market-104513>)

Overview

Jewellery made of low-cost metals and jewels is known as imitation jewellery. Low-cost metals such as brass, nickel, sterling silver, steel, silver, or gold-plated metals are commonly used in imitation jewellery. The expense of buying gemstones, diamonds, and solid gold to match jewellery pieces for different events and outfits is excessively expensive, therefore people are resorting to imitation jewellery to find a cooperation between looking stylish and their budgets. Imitation jewellery is a replica of fine jewellery that costs a fraction of the original price.

Market Dynamics

The imitation jewellery business has seen remarkable growth in recent years. The growing demand for imitation jewellery among the working population is driving the market growth across the globe. The imitation jewellery industry is rising as a result of an increase in the number of fashion-conscious shoppers and the growing popularity of imitation jewellery among the youth. Product demand is expected to be fueled by jewellery personalization and customization. As a result of consumers' different needs and increasingly shifting lifestyles, customizing and personalizing imitation jewellery is becoming more widespread. Counterfeit jewellery sales are being driven by these trends, along with the emergence of a fashion-conscious demographic, an increase in disposable income, and the convenience and comfort of carrying fake jewellery when traveling.

Due to the high cost of gold and silver jewellery, consumers are more likely to purchase imitation Jewellery through the forecast period. An increase in gold and silver jewellery costs is one of the key drivers of the imitation jewellery industry. Gold and silver are the two most frequent metals used in jewellery. Another driver of the global imitation jewellery market's growth is likely to be frequent product improvements. Creative social media ad techniques help businesses thrive.

The growing use of 3D printing in the jewellery business is a new trend, which is expected to gain prominence during the forecast period. The aerospace, vehicle, household goods, dental, and medical industries have all embraced 3D printing. 3D printing is becoming more prevalent in the fabrication of replica jewellery models. As a result, the increased usage of 3D printing is expected to drive the imitation Jewellery market growth through the forecast period.

The industry is showing northward direction growth as a result of new product launches by major players. Manufacturers are currently focusing on product development and the release of the most current imitation jewellery trends. Producers are expected to benefit from an increase in market demand for artificial jewellery products. To respond to changing client needs, market leaders are focusing on the production of breakthrough products with statements like new counterfeit jewellery with superb ornamental accessories. In addition, a surge in counterfeit jewellery purchases at supermarkets and hypermarkets is expected to support the market's growth through the forecast period.

Globalization of brands, increasing prices of gold and other expensive stones and pearls, along with increased demand for male costume jewellery are also driving the growth for the imitation jewellery market across the globe. Growing raw material costs along with general subtle market of fashion jewellery are hampering the imitation jewellery market growth. The industry's fragmented supply chain for raw materials used in costume jewellery is also a key constraint, as it sometimes raises raw material prices.

Online channels are still a new trend in many places, but they are providing the market with a plethora of new prospects. The primary barrier to the imitation jewellery market's growth is a scarcity of competent craftsmen.

Also, quality tests of raw materials from local vendors take a long time, delaying delivery to the market. Although there are tight laws regarding the sort of metals used in jewellery, some examples have been documented in which a high percentage of hazardous substances, such as lead, chromium, and nickel, have been utilized. This has instilled dread in the minds of the public and could function as a major obstacle to the market's growth. In addition, the market's growth is being hampered by rapidly shifting fashion trends. However, rising fashion consciousness among teenagers and low-cost stylish jewellery is expected to improve the entire market through the forecast period.

(Source: <https://www.maximizemarketresearch.com/market-report/global-imitation-jewelry-market/79656/>)

INDIAN COSTUME JEWELLERY MARKET

The India Costume Jewellery market size was valued at \$1,788.6 million in 2019, and is estimated to reach \$2,126.3 million by 2027, registering a CAGR of 7.0% from 2019 to 2027. Costume jewellery refers to a variety of decorative items worn for personal adornment that are produced as low-cost decorative elements to complement a specific fashionable outfit or garment. It is also known as trinkets, fake jewellery, fashion jewellery, fallalery or junk jewellery. In the last year, the demand for costume jewellery has increased by more than 80%. people particularly women, have adopted higher grooming standards as a result of being influenced daily soaps. They imitate the jewellery and costumes worn by television celebrities. Furthermore, with rising living standards and disposable income, customers undoubtedly prefer to purchase branded items.

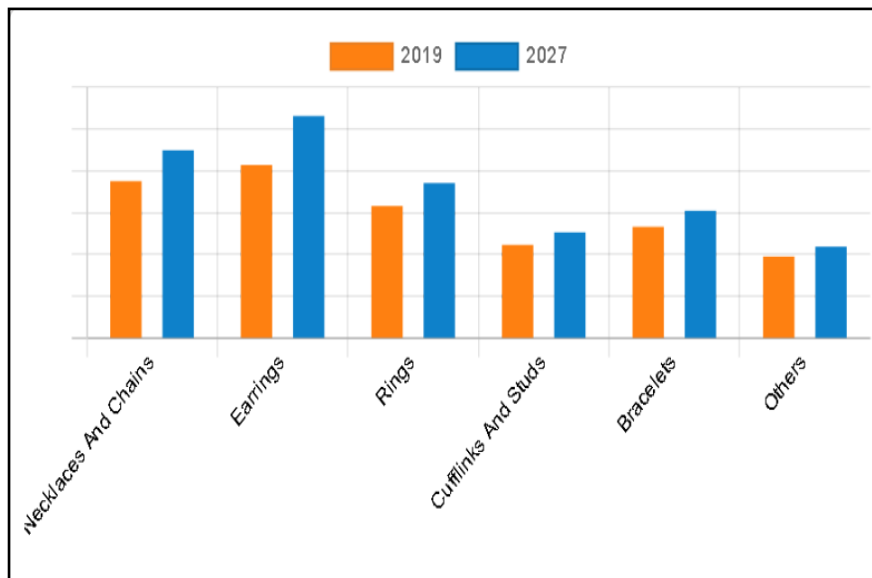
Due to the low cost of costume jewellery, it is much easier to build a collection for both casual and formal occasions. Working women, in general, prefer to change their neckpieces, rings) to match their outfits. As gold prices have risen rapidly, so costume jewellery has also increased. When compared to authentic jewellery, costume jewellery is safer to wear. Customers feel more secure wearing fake jewellery in today's society, where theft and crime are on the rise. Costume jewellery is available in an infinite number of exquisite designs and can be purchased easily.

Traditional jewellery cannot be altered to reflect current trends. Due to their low cost, costume jewellery, on the other hand, can be worn and discarded in accordance with current trends. Previously, women were the only ones who wore jewellery, but in recent years, men have taken an interest in adorning themselves with it. For the male gender, specially designed costume jewellery such as bracelets, rings, chains, pendants, and earrings are readily available. Furthermore, a significant increase in product usage among the working population across the country will enhance market trends. Furthermore, thriving ecommerce activities and increased web penetration in remote areas have created a huge growth potential for untapped markets in rural areas, which will strengthen the India costume jewellery market growth over the forecast period.

However, rising raw material costs, unorganized supply chain management activities, and changing trade laws will cause an impact on market growth over the forecasted period. Nonetheless, lower production costs of costume jewellery will help to reduce the negative impact on the market growth and open up new horizons of growth for the India costume jewellery market in the coming years. Costume jewellery has gained traction in the Indian market as a result of changes in lifestyle, an increase in disposable income, and a rise in the prices of precious metals which contributes to the growth of the India costume jewellery market. Additionally, aggressive advertising and celebrity endorsement have aided the India costume jewellery industry's growth.

Women are no longer confined to their homes and have joined to the workforce in massive numbers as they have gained complete independence. Working women are a significant segment that contributes to the India costume jewellery market because they are either employed in high-level positions or own their own businesses. This results in more disposable income, but these women are usually busy and cannot visit boutique stores as frequently as they would like

Online retailing is essentially women's savior because the variety and convenience it provides simply unbeatable. Women can shop whenever and wherever they want with the click of a button. Another factor that cannot be neglected is the importance placed on personal appearance in today's corporate world. There is a growing desire among women to both look and feel good and this should make them look more closely in the India costume jewellery market.



Customers can now easily compare not only products and prices, but also design, service level, product origin, and even manufacturer or supplier details which is possible due to availability of internet, e-Commerce, and numerous online portals and review websites. The amount of information available, as well as the relevant details, have helped to make the India costume jewellery market far more transparent. As a result, an increasing number of customers are turning to the internet to fulfil their costume jewellery shopping needs. The COVID-19 pandemic had a negative impact on the India costume jewellery market. India's rigorous social distancing and lockdown policies during the pandemic have resulted in a massive migration of workers from urban to rural areas. As a result, there was a labour shortage in the ornament manufacturing industry. Furthermore, the outbreak caused a decline in the rate of raw material import and export from one country to another, resulting high costs and scarcity of materials. The India Costume Jewellery market segmentation is done on the basis of type, gender, and mode of sale. Depending on type, the market is categorized into necklaces & chains, earrings, rings, cufflinks & studs, bracelets and others. Based on gender, the India costume jewellery market is bifurcated into male and female. According to mode of sale, the India costume jewellery market is fragmented into retail sale and online sale.

By type, the earrings segment garnered the highest market share in 2020, as it is highly demanded by both end users that is men and women. On the basis of gender, the female segment is anticipated to dominate the India costume jewellery market share during the forecast period. This is attributed to ongoing fashion trends that attract female group easily with various ornaments. Depending on distribution channel, the retail sale segment led the India costume jewellery market in 2020. This is attributed to the fact that Indian consumers prefer to shop jewellery from various retailers or retail shops as compared to online sales channel. The prominent players operating in the India costume jewellery industry include Avon Products Inc., Voylla, Zaveri Pearls, Pipa Bella, SukkhiFashion Jewellery, Romoch, Tanishq, Swarovski Group, Tribe Amrapali, Isharya, Yellow Chimes, Kushal's, Youbella, SIA, Peora, and Pooja Jewels. These major players are adopting number of strategies such as product launch, merger & acquisition, acquisition, joint venture, and partnership to create brand identity in the India Costume Jewellery market.

(Source: <https://www.alliedmarketresearch.com/india-costume-jewelry-market-A12706>)

OUR BUSINESS

This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled “Risk Factors” and chapters titled “Restated Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 23, 128 and 132 respectively, of this Prospectus.

Unless otherwise indicated, the Restated Financial Statements included herein is based on our Restated Financial Statements for period ended September 30, 2022 and Financial Years ended on March 31, 2022, 2021, and 2020 included in this Prospectus. For further information, see “Restated Financial Statements” beginning on page 128 of this Prospectus.

OVERVIEW

We are engaged in the retail business of costume and fashion jewellery under the brand name “Gargi by P. N. Gadgil & Sons” launched in 2021 under the artificial jewellery segment. We deal in 92.5% certified sterling silver jewellery and brass jewellery, idols and other silverware and related gift items. We offer a wide range of products from artificial jewellery segment for special occasions such as weddings and festivals to daily-wear jewellery for all ages, genders and across various price points.

Artificial jewellery is not only affordable, it is trendy too, giving the liberty to experiment with changing fashions and flaunt the latest styles. It is also, at the same time, allows to hold a collection which is classy and sophisticated. Another retail trend that has caught on recently is to buy everything, including jewellery, online to match outfits – something that is possible while buying artificial jewellery for the price points that it comes at, as against gold and precious stones like diamonds. In keeping with the market changing dynamics in the accessories space, our promoters, Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil decided to enter into this new segment, offering wide range of fashion jewellery that includes 92.5% sterling silver jewellery and brass jewellery, idols and other silverware and related gift items.

We offer a wide range of products from costume and fashion jewellery segment for special occasions such as weddings and festivals to daily-wear jewellery for all ages, genders and across various price points. Our product line includes earrings, necklaces, pendants, chains, finger rings, bracelets, anklets, nose pins, mangal sutra, pendant set, bangles in brass or silver for females of age groups as well as male accessories such as rings, cufflinks, button set, that cater to our customers taste, preference, choice and the ever-changing trends in the chain and jewellery designs. Our portfolio offers our customers a wide variety of traditional, Indo-western, & modern design and jewellery.

We primarily source finished jewellery from third party manufacturing vendors located across India. This includes all types of jewellery primarily made of silver and brass. Additionally, to cater to the increasing demand in the market, we also outsource the work of making costume jewellery to various artisans with whom we have developed strong relationships. We offer a large variety of costume jewellery, which are designed and manufactured by our in-house designers in close collaboration along with skilled local craftsman located across the country. To ensure optimum prices and mitigate the risk of suppliers' concentration, we procure our products from various suppliers across the country. This procurement process enables us to offer a wide range of products. These products are mainly marketed using both online as well as offline marketing tools. Our company operates through shop in shop model and we have entered into an agreement with P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation to have point of sales (POS) counters at its existing 30 showrooms across the states of Maharashtra, Gujarat and Karnataka.

In addition to selling products at our POS counters, we also sell our products through our online platform at www.gargi.shop. We launched our website in the year 2022 for younger and more digitally savvy customers who can browse our catalogue based on preferences, collections and designs, and purchase the jewellery directly and have it delivered to their homes. Products generally offered through online marketplaces are diverse and not available in the stores. We have also implemented quality control practices to sell hallmarked silver jewellery online through Amazon in line with the quality and purity metrics prescribed by BIS.

Our focus on design and innovation, our ability to recognize consumer preferences and market trends, the intricacy of our designs and the quality of our products are our key strengths. We have a dedicated procurement team, focused on developing new products and designs that meet customers’ requirements. In addition, our access to a range of contract manufacturers that are generally smaller, localized jewellery manufacturers from various parts of India allows us to offer a diverse product range.

Our promoters, Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil have experience of more than four decades and one decade each in the jewellery industry. The Promoters hail from a business family and started with a strong vision to take the jewellery division to an all-new level in the retail sector. Their relationships with our suppliers, customers and other industry participants have been instrumental in implementing our growth strategies. Our Promoters continue to remain

actively involved in our operations and brings to our Company their vision and leadership which we believe has been instrumental in sustaining our business operations. Our management team has helped scale our operations and includes professionals with extensive experience in the retail and jewellery industry as well as finance and marketing.

REVENUE FROM OPERATIONS

Based on our Restated Financial Information, our revenue from operations, total income and profit after tax for the period ended September 30, 2022 and Financial Years 2022, 2021 and 2020 were as follows:









(₹ in Lakhs)

Particulars	For the period ended September 30, 2022		For the Financial Year ended					
	Amount	% of Total Income	2021-2022		2020-2021		2019-2020	
			Amount	% of Total Income	Amount	% of Total Income	Amount	% of Total Income
Revenue from operations	1,189.17	100.00	593.93	100.00	0.60	100.00	-	-
Other income	0.01	-	0.01	-	0.03	-	-	-
Total Income	1,189.18	100.00	593.94	100.00	0.63	100.00	-	-
Profit after Tax	213.17	17.93	110.53	18.61	0.35	55.56	(0.10)	-

OUR PRODUCTS

We offer a wide range of products from artificial jewellery segment for special occasions such as weddings and festivals to daily-wear jewellery for all ages, genders and across various price points. Our product line includes earrings, necklaces, pendants, chains, finger rings, bracelets, anklets, nose pins, mangal sutra, pendant set, bangles in brass or silver for females of age groups as well as male accessories such as rings, cufflinks, button set, that cater to our customers taste, preference, choice and the ever-changing trends in the chain and jewellery designs.

Brass Jewellery		
		
Earrings	Necklace	Pendant
		
Chain	Finger Ring	Men's Accessories
Silver Jewellery		

 <p>Mangalsutra</p>	 <p>Earrings</p>	 <p>Bracelet</p>
 <p>Pendent Set</p>	 <p>Tops</p>	 <p>Necklace</p>
 <p>Nosepin</p>	 <p>Pendent</p>	 <p>Bangles</p>
 <p>Anklets</p>	 <p>Men's Button Set</p>	 <p>Men's Cufflinks</p>

KEY BUSINESS PROCESS

Our products are partly manufactured by artisans who work exclusively for our company and partially purchased from local manufacturers based on the basis of management estimation, past consumption and future estimation. The Procurement of

our products is looked after by the Manager with supervision & instructions from our promoters and director of our Company. The procurement team approves the design of the products. There is no written agreement in connection with the suppliers of our products.



OUR COMPETITIVE STRENGTHS

1. Long history, established and existing brand name of “P.N. Gadgil & Sons”

We believe that “P. N. Gadgil & Sons” is a trusted jewellery brand amongst customers owing to its legacy and association with quality and purity. The “P. N. Gadgil & Sons” brand is known for its long-standing history since 1832. Therefore, our promoters, Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil decided to enter into this new segment, offering wide range of fashion jewellery that includes 92.5% sterling silver jewellery and brass jewellery, idols and other silverware and related gift items under new band name “Gargi by P.N Gadgil & Sons” with a vision to become world’s most prominent trendsetters in the fashion jewellery segment. As on date of this Prospectus, our Company has entered into agreement with P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation to have point of sales (POS) counters in their existing 30 stores located in Maharashtra, Gujarat and Karnataka. Further, we hallmark all our silver jewellery sold online to ensure quality and purity of products, which is in line with the quality and purity metrics as prescribed by BIS.

2. Extensive product list

We have an extensive product list which includes earrings, necklaces, pendants, chains, finger rings, bracelets, anklets, nose pins, mangal sutra, pendant set, bangles in brass or silver for females of age groups as well as male accessories such as rings, cufflinks, button set, that cater to our customers taste, preference, choice and the ever-changing trends in the chain and jewellery designs. Our portfolio offers our customers a wide variety of traditional, Indo-western, & modern design and jewellery for special occasions such as weddings and festivals to daily-wear for all ages, genders and across various price points.

Our product profile includes traditional, contemporary and combination designs across jewellery lines, usages and price points. In addition to manufacturing our jewellery in-house, our access to a wide range of manufacturers who are smaller, localized jewellery manufacturers from various parts of India, allows us to offer a diverse product range. We actively engage with such manufacturers to ensure that the products are as per our specifications and suggested designs. Moreover, we purchase finished products from manufacturers and suppliers to grow our product range. Established systems and procedure to mitigate risk and efficiencies. We have established systems and procedures for various facets of our business

and operations including inventory management, order management, human resource management, finance and controls, CRM, data analytics, management processes and risk management.

3. *Hybrid Shopping model*

With changing technology and growing demand of virtual shopping platforms, we have adapted ourselves. We have our counter space at 30 offline stores of P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation located on POS basis at various locations across the state of Maharashtra, Karnataka and Gujarat. Offline stores enable the customer to examine the product quality and design in reality before they purchase the product. Considering the recent evolution of online shopping, one would think that the sector has peaked. However, the newest technological advancements allow retailers to enhance customer journeys and increase customer engagement even further. The customers also have an option to purchase it online on our website www.gargi.shop where they can explore more options across variety of designs and products. Further, we also listed our silver jewellery on Amazon. Customers can interact, communicate, browse and personalise their own shopping experience, which is all supported by retail experts.

4. *Experienced Promoters and a well-trained employee base*

We believe that our qualified and experienced management has substantially contributed to the growth of our business operations. Our Promoters, Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil have significant industry experience spanning four decades and a decade respectively and have been instrumental for the consistent growth in our revenues and operations. For details, relating to the experience of our promoter and management, please see the chapters titled “*Our Promoters and Promoter Group*” on page 121 of this Prospectus. We also lay a strong emphasis on our in-house human resource initiatives, by focusing on training and retaining the best talent. We believe that the experience of our senior management team has translated into our product quality, increased profitability and improved margins which give us a competitive edge.

5. *Effective internal control and processes*

We have established a set of operational and control practices to manage our business operations and to support our future growth at both the store and corporate level. Given the value and nature of our jewellery, our inventory management and internal audit procedures are critical to the success of our business. Our inventory procurement is centralized, which enables us to benefit from economies of scale and to maintain quality and security standards. We track our inventory from the initial procurement of our products to ultimate sales in our stores. We barcode each piece of finished goods inventory and conduct regular inventory counts at our stores. These measures are coupled with an integrated enterprise resource planning (“ERP”), system that allows us to monitor inventory and sales through a centralised platform. Our agreement with P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation also includes providing with security guards to all the stores, 24 hours a day where our POS Counters are present. All stock is adequately insured across all branches. We have entered into agreement with P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation which includes to provide logistics and transport facilities for our products.

Our ERP system is designed to enable our management to manage various aspects of our operations from a centralized platform, including procurement of products, inventory management, human resource, sales and finance functions. Our systems enable to report performance in real time, which is reviewed by our senior management and board of directors and enable them to provide necessary course correction and strategic guidance. Our inventory management system facilitates efficient operations, for example, by identifying slower moving jewellery items at any store, which can then be reallocated to other stores with greater sales potential for those particular items. Further, these systems enable management to respond more effectively to changing seasonal consumption patterns to replenish or reallocate inventory based on customer demand.

OUR BUSINESS STRATEGIES

1. *Expanding our product offerings and stores*

We intend to continue to expand our existing range of product offerings to cater to customers across price points through creative designs and adding new collections. We have an in-house merchandise design team focused on procuring new products and designs that meet customers’ requirements. We have introduced a range of jewellery collections which are designed to cater to specific customer preferences. We intend to enter new geographic market and increase products offering which will increase our diversification and potential for future growth expansion. Our aim is to become most prominent trendsetters in the fashion jewelry segment. We plan to leverage our brand recognition and experience in the market to service the increasing demand of our products. We propose to open new POS counters at various malls and airports across the nation over the coming years.

2. Focus on expanding our product and brand portfolio to cater to existing portfolio gaps and increase our consumer reach

Our product portfolio comprises of extensive all-embracing jewellery designs, including a wide range of brass and silver jewellery and other jewellery products. To maintain our operational efficiency, we intend to continue to develop our existing branded jewellery lines and introduce additional designs and seasonal product offerings to cater to our customers, and develop our fashion lifestyle jewellery markets through expansion of our retail operations. We are continuing to explore opportunities to expand our range of sub-brands and to introduce new branded jewellery lines that are targeted at both specific customer niches as well as the luxury market. We also intend to leverage our goodwill associated with our existing brand, to further develop our various sub-brands in target markets and product segments in India. We intend to do so through expansion of our retail operations, continued marketing initiatives, promotional campaigns and advertising.

3. Strengthen our Inventory Management practices

Strong and effective inventory management practices are core to successful retail operation. The right mix and quantum of inventory are showroom level is key to augmenting our sales and profitability. Our strategy is to constantly review and replenish our inventory catalogue and keep churning them with new products to ensure that the choice of a fresh design and product is always available to the customer to avoid monotony. This strategy of regular review and replenishment allows us to have a wide range of choices for our customers that may be new and unique in nature and design, thus creating that interest in the mind of the customer. As a part of this strategy, we maintain a very good relationship with our suppliers allowing us to enjoy a seamless replenishment of inventory. One of our strategies is to understand the market very closely through our study and research and to bring in the unique and new design to the market before our competitors. In order to ensure the replenishment of inventory in an effective manner, we follow a process of selling our inventories that we believe may not fall within the current set of choice and preferences of our customer base by various to our customers on such products. The sale of old inventory allows us to replenish them with new set of inventory and also generates revenue from such sales.

4. Continue to invest in our marketing and brand building initiatives

Our marketing and promotion efforts seek to increase sales by increasing brand awareness that stimulates interest in our product range and entrench our position in the fashion jewellery industry. Since we are expanding into new market, we shall increase spending on our marketing and brand building initiatives. The key marketing channels that we use on an ongoing basis include customer advertisements with specific coverage in events and newspapers, outdoor billboards and signage, online, radio and television advertisements. We believe our branding strategy helps us to retain existing customers and attract new customers. We intend to continue investing in our marketing initiatives and brand building exercise, including advertising through various media. Further, we also continue to provide effective training to our sales personnel in sales techniques and product knowledge. We believe that effective marketing is important for future revenue growth, enhancing our brand visibility, to establish relationships with target markets and to sell our products in a competitive and cost-effective manner. We believe that these measures contribute to enhancing our brand and customer familiarity and loyalty and result in increased sales. In order to increase footfalls in our existing as well as proposed new stores, we plan to continue our marketing activities such as advertising, organising events, participating in exhibitions, promotions and launching new product collection/ designs.

The ability to differentiate our brand, products and our stores from our competitors through our branding, marketing and advertising programs is an important factor in attracting customers. As the majority of our income is derived from our retail activities, creating and maintaining public awareness of our brand is crucial to our business. Accordingly, we invest in various marketing and advertising campaigns.

COLLABORATIONS

In the normal course of our business, we have not entered into any collaborations.

INFRASTRUCTURE FACILITIES FOR UTILITIES

Infrastructure facilities

Our registered office is well equipped with computer systems, laptops, internet connectivity, other communication equipment, security and other facilities like fire safety, etc. which are required for our business operations. Further, we have setup various security measures, CCTV in registered office and offline stores where our POS counters are present, security guards and follow stringent operational processes in order to safeguard our inventories.

Power

Our Company meets its power requirements in our registered office from the Maharashtra State Electricity Distribution Co Limited and the same is sufficient for our day-to-day functioning. Moreover, we pay fixed monthly space facility charges to P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation which includes fixed electricity charges for our POS counters at their stores.

Water

Our registered office and all stores where our POS counters are located has adequate water supply arrangements for human consumption purpose. The requirements are fully met at the existing premise.

INVENTORY MANAGEMENT AND SECURITY

Inventory Management

We regard efficient inventory management as critical to the success of our business. Our integrated operations are designed to allow us to move inventory based on feedback from our marketing teams, store personnel and our customers. We have strict inventory management and monitoring practices in place that allows us to account for each piece of inventory and to ensure efficiency. We plan our inventory procurement by taking into account targeted sales, inventory turnover and aging, and generally endeavor to maintain inventory levels in line with customer demand and seasonal trends. Our inventory is segregated based on certain pre-defined criteria including categories, sub-categories, serial number, gender, etc. Each item is allocated an ERP generated unique bar-code which allows inventory tracking and reconciliation on a real-time basis. Goods in transit are closely tracked and are subject to strict security procedures. We perform regular physical inventory checks and surprise visits to establish control over the inventory in our stores.

Security


We have implemented strict security procedures to ensure our inventory is maintained securely. The stores in which we have our POS counters and as well as our registered office are equipped with closed-circuit surveillance cameras linked to a digital video recorder. The management of the Company has access to monitor the locations, centrally, on a real-time basis. The CCTV footage is, however, monitored at regular intervals to ensure centralised control over the stores. We have entered into agreement with P. N. Gadgil & Sons Limited which includes the facility for providing security guards to all the stores for our POS counters, 24 hours a day. All stock is adequately insured across all branches.

EXPORT AND EXPORT OBLIGATIONS

As on date of this Prospectus, our Company does not have any export and export obligations.

INTELLECTUAL PROPERTY RIGHTS

S. No.	Trademark	Trademark Type	Class	Applicant	Applicati on No.	Date of Applicati on	Validity/ Renewed up to	Registrati on Status
1.	Gargi by P.N. Gadgil and Sons	Word	3	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321798	February 09, 2022	NA	Objected
2.		Word	14	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321800	February 09, 2022	NA	Objected
3.		Word	18	P. N. Gadgil & Sons	5321803	February 09, 2022	NA	Objected

S. No.	Trademark	Trademark Type	Class	Applicant	Application No.	Date of Application	Validity/Renewed up to	Registration Status
				Gargi Costume Jewellery Private Limited				
4.		Word	35	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321805	February 09, 2022	NA	Objected
5.		Device	3	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321808	February 09, 2022	NA	Objected
6.		Device	14	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321811	February 09, 2022	NA	Objected
7.		Device	18	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321814	February 09, 2022	NA	Objected
8.		Device	35	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321817	February 09, 2022	NA	Objected
9.		Device	3	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321820	February 09, 2022	NA	Objected
10.		Device	14	P. N. Gadgil & Sons Gargi Costume	5321822	February 09, 2022	NA	Objected

S. No.	Trademark	Trademark Type	Class	Applicant	Application No.	Date of Application	Validity/Renewed up to	Registration Status
				Jewellery Private Limited				
11.		Device	18	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321825	February 09, 2022	NA	Objected
12.		Device	35	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	5321828	February 09, 2022	NA	Accepted and advertised

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 developing a 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 and a strategically organized group of personnel. Our Company does not have any Employee Unions. Our skilled resource together with our strong management team has enabled us to successfully implement our growth plans.

As on October 31, 2022, we have around 23 employees on our payroll, to look after the day-to-day business operations, administrative, secretarial, legal and accounting functions in accordance with their respective designated duties.

COMPETITION

We face competition from both organised and unorganised jewellery players in the markets in which we operate. However, we believe that there are significant barriers to entry in the business of retailing costume jewellery industry. Among the most important of these barriers is the need for significant working capital to purchase products, the long-term relationships required to have access to adequate supplies, the limited number of persons with the skills necessary to procure high quality jewellery, the difficulty in obtaining access to upscale channels of distribution, the importance of public recognition of an established brand name, a reputation for jewellery-making excellence, and the development of systems to report on and monitor the manufacturing and distribution network. We believe that we are well-positioned to compete with both organised and unorganised costume jewellery companies given our localisation strategy where we tap into local trends and preferences.

MARKETING STRATEGY

We deal in 92.5% certified sterling silver jewellery and brass jewellery, idols and other silverware and related gift items. The products are partly manufactured by artisans who work exclusively for us and partially purchased from others. In addition to this, we have several freelance designers to help keep designs relevant. These products are mainly marketed using both online as well as offline marketing tools. In the future, our company aims to set up its POS at various malls and airports across the nation as well as SIS and franchise models are also under discussion. Currently, we have POS counters at 30 stores of P.N. Gadgil & Sons Ltd and P. N. Gadgil Art & Culture Foundation for offline sales. We are doing online business through our own websites www.gargi.shop and www.amazon.in. With new POS plans, we might adapt to newer ways to promote the brand and sales.

Online Marketing

Our company mainly focuses on digital advertisements and branding through Facebook, Instagram and Google Ads. This includes direct advertisements through these platforms as well as influencer marketing campaigns. With a good mixture of both, we are able to draw good traction to its online POS.

Offline Marketing

We generally go for state-level and national-level papers to create brand awareness across the big metros. We have also done marketing in fashion magazines. Our company has also done hoarding campaigns in some metro cities like Pune, Mumbai and Bangalore for a brief period of time at the time of launching various collections.

QUALITY CONTROL

Given that our inventory is partly manufactured by artisans who work exclusively for us and partially purchased from local manufacturers, we have implemented quality control practices to ensure we sell only quality products in line with the quality that we market to our customers. The procurement team checks the quality of the products before giving the final orders to them. We have also implemented quality control practices to sell hallmarked silver jewellery online through Amazon in line with the quality and purity metrics prescribed by BIS. To the extent there is any loss or damage of products, the contract manufacturers are liable to compensate us for such loss. Our procurement teams also report instances of loss or damage to products directly to senior management to ensure we work only with the most trusted and quality-focused contract manufacturers. We believe our commitment to stringent quality control is critical to our success in the Indian costume jewellery industry and shall contribute to customers associating our brand with trust and transparency.

INSURANCE

The details of insurance policies obtained by the company are as follows:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Policy No.	Sum Insured (₹ in Lakhs)	Premium p.a. (₹ in Lakhs)*
1.	The New India Assurance Co Limited	New India Bharat Sooksham Udyam Suraksha Policy (Insurance for all the finished stocks at various offline stores)	From 10/11/2022 to 09/11/2023	1534001122800000241	864.00	0.63
2.	The New India Assurance Co Limited	Burglary Policy (Insurance for all the finished stocks at various offline stores)	From 10/11/2022 to 09/11/2023	15340046220100000088	864.00	1.73

*Excluding GST

PROPERTIES

Our Registered Office is located at S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune – 411 041, Maharashtra, India. We have taken our Registered Office on a leave and license basis from our promoter, Ms. Renu Govind Gadgil for a period of 60 months.

In addition, we have POS counters at 30 stores of P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation located in Maharashtra, Gujarat and Karnataka. Our Company has entered into agreement with P.N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation to avail and use the selling infrastructure and overall logistics already set up by P. N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation such as space, manpower, electricity, furniture, security, billing software, collection of sale proceeds, and all other facilities set up by P. N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation.

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the GoI and other regulatory bodies that are applicable to our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the shareholders and neither designed, nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see the section titled “Government and Other Statutory Approvals” on page 148 of this Prospectus.

THE COMPANIES ACT

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

SEBI REGULATIONS

Securities and Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules, 1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

TAX RELATED REGULATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its “Residential Status” and “Type of Income” involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the Central and State Governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e., bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates

of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administered by Central Board of Excise and Customs under the Ministry of Finance.

BUSINESS / TRADE RELATED LAWS / REGULATIONS

Gem and Jewellery Export Promotion Council

The GoI has designated the Gem and Jewellery Export Promotion Council (“GJEPC”) as the importing and exporting authority in India in keeping with its international obligations under Section IV(b) of the Kimberley Process Certification Scheme (“KPCS”). The KPCS has been implemented in India from January 1, 2003 by the GoI through communication No. 12/13/2000-EP (GJ) dated November 13, 2002. The GJEPC has been notified as the nodal agency for trade in rough diamonds. The KPCS is a joint government, international diamond industry and civil society initiative to stem the flow of conflict diamonds, which are rough diamonds used by rebel movements to finance wars against legitimate governments. Under the Special Economic Zones Rules, 2006, the Development Commissioners have been delegated powers to issue Kimberley Process Certificates for units situated in the respective Special Economic Zone (the “SEZ”).

Gems and Jewellery Trade Council of India

The Gems and Jewellery Trade Council of India (“GJITC”) was established with the main aim of boosting the gems and jewellery trade of India. It is a council formed to enhance & boost the jewellery trade of India by resolving various issues of the trade by escalating various to the relevant high authorities. It also indulges itself in disseminating latest information to its jeweller-members through a monthly newsletter, various educative & trade motivational events such as seminars, workshops, exhibitions, festivals etc.

The Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 (“BIS Act”) provides for the establishment of a national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services. Under the BIS Act, the Central Government, after consulting the Bureau of Indian Standards (“BIS”), can notify which precious metal articles or other goods or articles are required to be marked with a ‘Hallmark’ or ‘Standard Mark’, subject to certain conditions for sale and testing of such articles. Under the BIS Scheme, the Government of India has identified the ‘Bureau of Indian Standards’ as the sole agency in India to operate the BIS Scheme which aims to ensure that quality control is built in the system in alignment with the international criteria on hallmarking. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. The bureau is also the licensing authority for quality standards.

Bureau of Indian Standards (Hallmarking) Regulations, 2018 (“BIS Hallmarking Regulations”)

The Bureau of Indian Standards (Hallmarking) Regulations, 2018 prescribe that all jewellery manufacturers must obtain a certificate of registration from the BIS in order to sell precious metal articles notified under the BIS Act. The certificate of registration shall be granted to a specific premise and will be valid for a period of five years. The Hallmarking of Gold Jewellery and Gold Artefacts Order, 2020, which shall come into effect on January 15, 2021, prescribes that gold jewellery and gold artefacts shall be sold only by registered jewellers through certified sales outlets, after fulfilling the terms and conditions of certificate of registration as specified in the Bureau of Indian Standards (Hallmarking) Regulations, 2018. However, certain precious metal articles are excluded from the above order, including any article meant for export, which conforms to any specification required by the foreign buyer and an article with weight less than two grams.

BIS Scheme for hallmarking of Gold and Silver Jewellery

The BIS hallmark is a hallmarking system for gold as well as silver jewellery sold in India certifying the purity of the metal. It certifies that the piece of jewellery conforms to a set of standards laid by the Bureau of Indian Standards, the national standards organization of India. India is the second biggest market for gold and its jewellery.

The BIS system of hallmarking of gold jewellery began in April 2000. The standard specifications governing this system are IS 1417 (Grades of Gold and Gold Alloys, Jewellery/Artefacts), IS 1418 (Assaying of Gold in Gold Bullion, Gold alloys and Gold Jewellery/Artefacts), IS 2790 (Guidelines for Manufacture of 23, 22, 21, 20, 19, 18, 17, 16, 14 and 9 carat Gold Alloys), IS 3095 (Gold solders for use in manufacture of jewellery).

BIS introduced hallmarking for silver jewellery in December 2005 under IS 2112, the standard specification for 'Hallmarking of Silver Jewellery/Artefacts'.

The Legal Metrology Act, 2009

The Legal Metrology Act, 2009 (“Legal Metrology Act”) has replaced the Standards of Weights and Measures Act, 1976. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act provides that for prescribed specifications all weights and measures should to be based on metric system only.

REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT

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 Offers an updated circular.

The Reserve Bank of India (“RBI”) also Offers Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may Offer fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh Offer of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh Offer of shares would be subject to the reporting requirements, inter-alia with respect to consideration for Offer of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates.

Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

Ownership restrictions of FIIs

Under the portfolio investment scheme, the total holding of all FIIs together with their sub-accounts in an Indian company is subject to a cap of 24% of the paid-up capital of a company, which may be increased up to the percentage of sectoral cap on FDI in respect of the said company pursuant to a resolution of the board of directors of the company and the approval of the shareholders of the company by a special resolution in a general meeting. The total holding by each FII, or in case an FII is investing on behalf of its sub-account, each sub-account should not exceed 10% of the total paid-up capital of a company.

LAWS RELATED TO EMPLOYMENT OF MANPOWER

The Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract

Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government.

The Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the rules under the Code on Social Security, 2020. The rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

The Industrial Relations Code, 2020 ("Industrial Code")

The Ministry of Law and Justice, with an intent to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute, has introduced the Industrial Code. The Code provides that the Central Government may repeal the provisions of the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946, and the Industrial Disputes Act, 1947 and may supersede them with the applicability of any provision of the Industrial Code. The Industrial Code is a central legislation and extends to the whole of India. The Industrial Code empowers the Central Government to require an establishment in which one hundred or more workers are employed or have been employed on any day in the preceding twelve months to constitute a works committee consisting of representatives of employer and workers engaged in the establishment. The code further requires every establishment with twenty or more workers to have grievance redressal committees for resolution of disputes arising out of individual grievances. The code bars the jurisdiction of civil courts to any matter to which the provisions of the Industrial Code apply, and provides for establishment of industrial tribunals for adjudication of such matters. The Industrial Code provides for provisions pertaining to lay-off and retrenchment of employees and closure of establishments and compensation provisions in relation thereto. The Industrial Code provides for monetary fines, penalties and imprisonment in case of contravention of the provisions of the code.

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESI Act, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

Payment of Gratuity Act, 1972, as amended (the "Gratuity Act")

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are

employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed 1 million.

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

- Minimum Wages Act, 1948 and Maharashtra Minimum Wages Rules, 1963 (“MWA Rules”)
- Industrial (Development and Regulation) Act, 1951 (“IDRA”)
- Industrial Disputes Act, 1947 (“ID Act”)
- Payment of Bonus Act, 1965 (“POB Act”)
- Child Labour (Prohibition and Regulation) Act, 1986
- Inter-State Migrant Workers (Regulation of Employment and Conditions of Service) Act, 1979
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)
- Equal Remuneration Act, 1976 (“ER Act”)
- Contract Labour Regulation and Abolition) Act, 1970 (CLRA) and Contract Labour (Regulation and Abolition) Central Rules, 1971 (Contract Labour Rules)
- Workmen Compensation Act, 1923 (“WCA”)
- Maternity Benefit Act, 1961 (“Maternity Act”)
- Industrial Employment Standing Orders Act, 1946

OTHER GENERAL RULES AND REGULATIONS

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

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. The form of the memorandum, the procedure of its filing and other matters incidental thereto shall be such as may be specified by the Central Government, based on the recommendations of the advisory committee. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

The Sale of Goods Act, 1930 (Sale of Goods Act)

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

State Laws

We operate in various states. Accordingly, legislations passed by the state governments are applicable to us in those states. These include legislations relating to, among others, Shops and Establishment Act, classification of fire prevention and safety measures and other local licensing. Further, we require several approvals from local authorities such as municipal bodies. The approvals required may vary depending on the state and the local area.

Municipality Laws

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

Intellectual Property Laws

The Patents Act, 1970 (Patent Act) protects innovations in terms of machinery, development and improvement of existing formulae for manufacturing of various kinds of goods, materials and like. The Trade Marks Act, 1999 (“Trade Marks Act”) provides for application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying trademarks.

The objective of Designs Act is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

The Copyright Act, 1957 (“Copyright Act”) governs copyright protection in India.

Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as primacies evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act, 2002. The provisions of the Competition Act relating to combinations were notified on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

Prevention of Black Marketing and Maintenance of Supplies Act, 1980

The “Prevention of Black Marketing and Maintenance of Supplies Act” came in 1980. It is an "Act for detention in certain cases or the purpose of prevention of black marketing and maintenance of supplies of commodities essential to the community and for matters concerned therewith".

Prevention of Money Laundering Act, 2002

Money laundering is the processing of criminal proceeds to disguise its illegal origin. Terrorism, illegal arms sales, financial crimes, smuggling, and the activities of organized crime, including drug trafficking and prostitution rings, generate huge sums. Embezzlement, insider trading, bribery and computer fraud also produce large profits and create an incentive to legitimize the ill-gotten gains through money laundering. When a criminal activity generates substantial profits, the individual or group involved in such activities route the funds to safe heavens by disguising the sources, changing the form, or moving the funds to a place where they are less likely to attract attention.

Most fundamentally, money laundering is inextricably linked to the underlying criminal activity that generates it. In essence, the laundering enables criminal activity to continue.

PROPERTY RELATED LAWS

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

OTHER REGULATIONS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986, The Arbitration & Conciliation Act, 1996 are also applicable to the company.

HISTORY AND CERTAIN CORPORATE MATTERS

BRIEF HISTORY OF OUR COMPANY

Our company was originally incorporated as a Private Limited under the name “*Resonant Consulting Private Limited*” under the provisions of the Companies Act, 1956 and Certificate of Incorporation was issued by the Registrar of Companies Pune on March 25, 2009. Subsequently, the name of our Company was changed to “*P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited*” vide Shareholders Resolution dated August 31, 2021 with Certificate of Incorporation pursuant to change of name issued by Registrar of Companies, Pune dated September 22, 2021. Subsequently, the name of our Company was changed to “*PNGS Gargi Fashion Jewellery Private Limited*” vide Shareholders Resolution dated September 07, 2022 with Certificate of Incorporation pursuant to change of name issued by Registrar of Companies, Pune dated September 21, 2022. Eventually, the status of our Company was changed to Public Limited and the name of our Company was changed to “*PNGS Gargi Fashion Jewellery Limited*” vide Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting of our Company held on September 26, 2022. The fresh Certificate of Incorporation consequent to conversion was issued on November 02, 2022 by the Registrar of Companies, Pune. The Corporate Identification Number of our Company is U36100PN2009PLC133691.

Mr. Vishwas Vasant Bokil, Mr. Amit Purushottam Punde, Mr. Shailesh Sharad Bagaikar, Mr. Emidio Joseph Gomes, Mr. Shailesh Dilip Indapurkar, and Mr. Sunil Ivan Gomes are the initial subscribers to the Memorandum of Association of our Company.

Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil are the current promoters of our company.

For further details of our promoters please refer the chapter titled “*Our Promoters and Promoter group*” beginning on page 121 of this Prospectus.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the chapter titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Restated Financial Statements*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 89, 75, 109, 128 and 132 respectively of this Prospectus.

Our Company has 8 (Eight) shareholders as on the date of filing of this Prospectus.

CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

The following changes were made in the location of our Registered Office:

From	To	With effect from	Reason for Change
150, 11/A Rasika Hsg Socy, Lokmanya Nagar Navi Peth, Pune – 411 030, Maharashtra, India	Arvind Apartments, Flat No. 2, S. No. 126, Plot No. 15, Shriram Society, Warje, Pune – 411 052, Maharashtra, India	April 01, 2011	Administration purpose
Arvind Apartments, Flat No. 2, S. No. 126, Plot No. 15, Shriram Society, Warje, Pune – 411 052, Maharashtra, India	S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune – 411 041, Maharashtra, India	September 23, 2021	Administration purpose

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
2009	Incorporation of our Company as private limited company
2021	Change in control and ownership of our company to current promoters
2021	Name of our company changed to P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited
2021	Setting up of brand “ <i>Gargi by P.N. Gadgil and Sons</i> ” under fashion jewellery segment
2021	Commenced the operations under fashion jewellery segment
2022	Entered into Agreement with P. N. Gadgil & Sons Limited and P. N. Gadgil Art & Culture Foundation to utilise the infrastructure facilities such as space, display for the products, manpower, furniture, security personnel, billing mechanism and logistics in its current showrooms located in Maharashtra, Gujarat and Karnataka
2022	Name of our company changed to PNGS Gargi Fashion Jewellery Private Limited

Year	Key Events/Milestones/Achievements
2022	Conversion of our Company from Private Limited to Public Limited Company

MAIN OBJECTS OF OUR COMPANY

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

- To carry on the business of jewellers, gold and silversmiths, jewellery manufacturers, dealers, traders, manufacturers, buyers, sellers, wholesalers, retailers, distributors, designers, marketers, repairers, processors, re-processors, transporters, refiners, polisher, purifiers, consultants, wire drawers, smelters, platters, importers and exporters, engravers of gold, silver, platinum, bullion, gem and diamond including but not limited to Costume jewellery, silver jewellery, fashion jewellery, accessories, perfumes, ornaments, studded and non-studded jewellery, studded with precious / non - precious, natural and synthetic stones, ruby, pearls, ores, gemstones, precious and semi precious decorative stones, imitation, synthetic, clocks and watches made of precious metals, any other metal, alloys, antiques and objects of Art and other things.*

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION

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

Date of Meeting	Type	Nature of Amendment
August 31, 2021	AGM	<p>Alteration in Name Clause:</p> <p>Change in the name clause from “Resonant Consulting Private Limited” to “P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited”</p> <p>Alteration in Objects Clause:</p> <p>Clause III(A) of our Memorandum of Association was amended with the following clauses:</p> <p>a) The existing clause No. 1 as appearing under Clause III-A of the Main Object Clause of the Memorandum of Association, of the Company was deleted:</p> <p>1. To carry on the business of providing, supplying, maintaining, consultancy assistance, services, training and advice on the matters and problems related to organisation development, management, management development, policy making strategic management, planning, personnel, behavioral sciences including, psychology, philosophy, meditation, yoga, metaphysics and its branches, industry, production, technology, engineering, aviation, mountaineering. electronics, civil, science including medical, pharmacy, agriculture commerce, finance, economics, statistics, legal, direct and indirect taxation, accounting, costing, administration, projects, materials, product, marketing and sales, distribution, amalgamation, take over, mergers, advertisement and publicity, import and export, movable and immovable properties, tangible and intangible assets, investigation, personnel and placement, hardware and software, insurance and environment. research and development and operations, research.</p> <p>b) The following sub-clause No. 1 be inserted under Clause III-A of the Main Object Clause of the Memorandum of Association, of the Company:</p> <p>1. To carry on the business of jewellers, gold and silversmiths, jewellery manufacturers, dealers, traders, manufacturers, buyers, sellers, wholesalers, retailers, distributors, designers, marketers, repairers, processors, re-processors, transporters, refiners, polisher, purifiers, consultants, wire drawers, smelters, platters, importers and exporters, engravers of gold, silver, platinum, bullion, gem and diamond including but not limited to Costume jewellery, silver jewellery, fashion jewellery, accessories, perfumes, ornaments, studded and non-studded jewellery, studded with precious/non-precious, natural and synthetic stones, ruby, pearls, ores, gemstones, precious and semi precious decorative stones, imitation, synthetic, clocks and watches made of precious metals, any other metal, alloys, antiques and objects of Art and other things.</p>

Date of Meeting	Type	Nature of Amendment
		<p>c) The following clause was inserted as sub clause No. 2 after the existing sub clause no. 1 under Objects Incidental or Ancillary to the attainment of the Main Objects are Clause III-A of the Memorandum of Association, of the Company:</p> <p>To carry on the business of jewellers, gold and silversmiths, jewellery manufacturers, dealers, traders, manufacturers, buyers, sellers, wholesalers, retailers, distributors, designers, marketers, repairers, processors, re-processors, transporters, refiners, polisher, purifiers, consultants, wire drawers, smelters, platters, Importers and exporters, engravers of benteques, rings, earrings, chain, pendants, bracelets, painjan, bangles, Indian traditional or modern jewellery, coins, bars, chip, note whether in pure form or otherwise and also of precious and semi precious metals and stones and of articles of gold, silver, bullion, platinum, imitation jewellery, ornaments, precious metals and of plated articles, watches, clocks, gift and presentation articles, artefacts, novelties, antiques, beads and appliances; whether by using own materials, fully or partially, or by using materials supplied by other jewellers, gold and silversmiths, dealers, traders, manufacturers, processors, wire drawers, smelters, platters, importers and exporters, engravers; by applying manual or mechanical labour and whether against credit, debit or barter and also carrying out and valuers and assisting in valuation of metals, stones, commodities and articles in whatever form and purpose.</p> <p>Further the existing object clause nos. 2 to 102 were renumbered as clause nos. 3 to 103.</p> <p>Alteration in Capital Clause:</p> <p>The authorised share capital of our Company increased from ₹1,00,000 divided into 10,000 Equity Shares of ₹10/- each to ₹10,00,00,000 divided into 1,00,00,000 Equity Shares of ₹10/- each</p>
September 07, 2022	EOGM	<p>Alteration in Name Clause:</p> <p>Change in the name clause from “P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited” to “PNGS Gargi Fashion Jewellery Private Limited”</p>
September 26, 2022	EOGM	<p>Alteration in Name Clause pursuant to conversion:</p> <p>Change in the name clause from “PNGS Gargi Fashion Jewellery Private Limited” to “PNGS Gargi Fashion Jewellery Limited”</p>

OUR HOLDING COMPANY

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

OUR SUBSIDIARY COMPANY

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

ACQUISITION OF BUSINESSES/UNDERTAKINGS, MERGER, AMALGAMATION OR REVALUATION OF ASSETS IN LAST 10 YEARS

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 except as mentioned under the Major Events table forming part of this chapter.

SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS

We do not have any financial or strategic partnerships as on the date of this Prospectus.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the location of our Company as on the date of this Prospectus.

TIME/COST OVERRUN IN SETTING UP PROJECTS

There has been no time and cost overruns in the Company as on date of this Prospectus.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY OR EXIT IN NEW GEOGRAPHIES

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the locations, please see chapter titled “*Our Business*” beginning on page 89 of this Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

Except for that our company was in consultancy business activity initially and has changed its activity to retailing of costume and fashion jewellery under the brand name “*Gargi by P.N. Gadgil and Sons*” in 2021, there have been no other 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 WITH FINANCIAL INSTITUTIONS/BANKS

Our Company has not made any defaults / re-scheduling of its borrowings as on date of this Prospectus.

JOINT VENTURES

As on the date of this Prospectus, there are no joint ventures of our Company.

SHAREHOLDERS’ AGREEMENT

Our Company has not entered into any Shareholders Agreement as on the date of this Prospectus.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL, DIRECTOR, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel, Directors or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

GUARANTEES GIVEN BY OUR PROMOTERS

As on the date of this Prospectus, our Promoters have personal guarantee for the cash credit facility and term loan of ₹ 1,000.00 Lakhs sanctioned by ICICI Bank Limited to our company.

MATERIAL AGREEMENTS

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any material agreement / contract as on the date of this Prospectus.

STRATEGIC PARTNERS

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

FINANCIAL PARTNERS

As on the date of this Prospectus, 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 Prospectus, our Company has 6 (Six) Directors on the Board, 3 (Three) as Non-Executive Non-Independent Directors and 3 (Three) as Additional Independent Directors including 1 (One) Woman Additional Independent Director.

The details of the Directors are as mentioned in the below table:

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
<p>Name: Mr. Govind Vishwanath Gadgil</p> <p>Father's Name: Mr. Vishwanath Vasudeo Gadgil</p> <p>Age: 63 years</p> <p>Date of Birth: August 08, 1959</p> <p>Designation: Chairman & Non-Executive Director</p> <p>Address: 576, N C Kelkar Road, Shaniwar Peth, Opp Kesari Wada, Pune – 411 030, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Until his resignation on his own accord</p> <p>DIN: 00616617</p>	<p>Appointed as Additional Non-Executive Director of the Company on July 26, 2021</p> <p>Regularised as Non-Executive Director of the Company on August 31, 2021</p> <p>Appointed as Chairman of the Board on September 23, 2021</p>	<p>P. N. Gadgil & Sons Limited</p> <p>Puneet Shares and Finance Private Limited</p> <p>P. N. Gadgil Art & Culture Foundation</p>
<p>Name: Mr. Amit Yeshwant Modak</p> <p>Father's Name: Mr. Yeshwant Govind Modak</p> <p>Age: 62 years</p> <p>Date of Birth: May 11, 1960</p> <p>Designation: Non-Executive Director</p> <p>Address: 65, Indira Nagar C.H.S, Yashada, Deccan Gymkhana, Erandawane, Pune – 411 004, Maharashtra, India</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p> <p>DIN: 00396631</p>	<p>Appointed as Non-Executive Director of the Company on August 31, 2021</p>	<p>P. N. Gadgil & Sons Limited</p> <p>Puneet Shares and Finance Private Limited</p>
<p>Name: Mr. Aditya Amit Modak</p> <p>Father's Name: Mr. Amit Yeshwant Modak</p> <p>Age: 32 years</p>	<p>Appointed as Additional Non-Executive Director of the Company on July 26, 2021</p>	<p>Nil</p>

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/Re appointment	Other Directorships
<p>Date of Birth: December 22, 1990</p> <p>Designation: Non-Executive Director</p> <p>Address: 65, Indira Housing Society, Yashada, Erandawane, Pune – 411 004, Maharashtra, India</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>Term: Liable to retire by rotation</p> <p>DIN: 09237633</p>	<p>Regularised as Non-Executive Director of the Company on August 31, 2021</p>	
<p>Name: Mr. Ashok Namdeo Gokhale</p> <p>Father's Name: Mr. Namdeo Atmaram Gokhale</p> <p>Age: 74 years</p> <p>Date of Birth: November 08, 1948</p> <p>Designation: Additional Non-Executive Independent Director</p> <p>Address: Plot No 32, Sangam Nagar, Pune Satara Road, Padmavati, Pune – 411 037, Maharashtra, India</p> <p>Occupation: Self Employed</p> <p>Nationality: Indian</p> <p>Term: With effect from November 03, 2022 till the conclusion of the next general meeting of our company. Final term with effect from November 03, 2022 for a period of five years is subject to approval of the Shareholders at the next general meeting of our company</p> <p>DIN: 02415119</p>	<p>Appointed as Additional Non-Executive Independent Director on November 03, 2022</p>	<p>P. N. Gadgil & Sons Limited</p>
<p>Name: Mr. Ranjeet Sadashiv Natu</p> <p>Father's Name: Mr. Sadashiv Vishwanath Natu</p> <p>Age: 49 years</p> <p>Date of Birth: October 01, 1973</p> <p>Designation: Additional Non-Executive Independent Director</p> <p>Address: A 901, Pinnacle Kalpataru, Gulvani Maharaj Road, Near Hotel Abhishek Veg, Erandavane, Pune – 411 004, Maharashtra, India</p> <p>Occupation: Self Employed</p> <p>Nationality: Indian</p> <p>Term: With effect from November 03, 2022 till the conclusion of the next general meeting of our company. Final term with effect from November 03, 2022 for a period of five years is</p>	<p>Appointed as Additional Non-Executive Independent Director on November 03, 2022</p>	<p>P. N. Gadgil & Sons Limited</p> <p>Golden Sparrow Finance and Treasury Private Limited</p> <p>Penosh Transport Private Limited</p>

Name, Father's Name, Age, DOB, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Re appointment	Other Directorships
subject to approval of the Shareholders at the next general meeting of our company DIN: 02892084		
Name: Ms. Sweta Ashish Khandelwal Father's Name: Mr. Suresh Ramniwas Khandelwal Age: 47 years Date of Birth: May 25, 1975 Designation: Additional Non-Executive Independent Director Address: A-505, Marvel Viva City, 7th Lane, Opp. Sky Lounge, Kalyani Nagar, Pune – 411 006, Maharashtra, India Occupation: Professional Nationality: Indian Term: With effect from November 03, 2022 till the conclusion of the next general meeting of our company. Final term with effect from November 03, 2022 for a period of five years is subject to approval of the Shareholders at the next general meeting of our company DIN: 00098451	Appointed as Additional Non-Executive Independent Director on November 03, 2022	RK Optronix Private Limited Archer Management Services Private Limited ICAN Affiliates Private Limited ICAN Family Office LLP RK Global Extrusions LLP

BRIEF PROFILE OF OUR DIRECTORS

Mr. Govind Vishwanath Gadgil, aged 63 years, is the Promoter, Chairman & Non-Executive Director of our Company. He holds a senior secondary certificate from Maharashtra State Board of Secondary and Higher Secondary Education. He has over 40 years of experience in the jewellery industry. In the past he was associated with P.N. Gadgil & Sons in the capacity of a Partner and currently, he is Whole Time Director at P. N. Gadgil & Sons Limited.

Mr. Amit Yeshwant Modak, aged 62 years, is the Non-Executive Director of our Company. He holds a bachelor's degree in commerce, diploma in taxation law, and a post graduate diploma in investment and financial management from University of Pune. He has over 23 years of experience in the jewellery industry. In the past he has been associated with Pune Stock Exchange Limited in the capacity of Director. He is associated with P.N. Gadgil & Sons since 1999 in various managerial positions and currently, he is Whole Time Director and CEO at P. N. Gadgil & Sons Limited.

Mr. Aditya Amit Modak, aged 32 years, is the Non-Executive Director of our Company. He holds a bachelor's degree in commerce from University of Pune and is a fellow member of the Institute of Chartered Accountants of India. He has also Qualified professional examination held by the Institute of Company Secretaries of India. He has over 8 years of experience in the jewellery industry. He is associated with P.N. Gadgil & Sons since 2014 and currently, he is Chief Financial Officer at P. N. Gadgil & Sons Limited.

Mr. Ashok Namdeo Gokhale, aged 74 years, is the Additional Independent Director of our Company. He holds a bachelor's degree in mechanical engineering from the Maharaja Sayajirao University of Baroda. He was previously associated with Chowgule & Co., (Hind) Private Ltd. and Kirloskar Cummins Ltd. He has experience in the domain of manufacturing, maintenance, sales and import of machine tools and allied equipment. He is also Independent Director at P. N. Gadgil & Sons Limited.

Mr. Ranjeet Sadashiv Natu, aged 49 years, is the Additional Independent Director of our Company. He is a member of the Institute of Chartered Accountants of India and has an extensive experience of 24 years in the field of audit and tax matters and is a partner of M/s Natu & Pathak, Chartered Accountants. He is also Independent Director at P. N. Gadgil & Sons Limited.

Ms. Sweta Ashish Khandelwal, aged 47 years, is the Additional Independent Director of our Company. She is a Certified Public Accountant (CPA) from the State of California, USA. She has also done her post-graduation in Accountancy, has a Diploma in Training and Development and is a Certified Administrator of the 16 PF Psychometric Tool (a Personality Assessment Tool) from the Institute of Personality and Ability Testing, USA. She has a cumulative experience of over 25 years and is leading the Accounting & Advisory practice at Shah Khandelwal Jain & Associates, Chartered Accountants.

CONFIRMATIONS

As on the date of this Prospectus:

- None of the Directors of our Company are related to each other as per Section 2(77) of the Companies Act, 2013, except for that Mr. Amit Yeshwant Modak and Mr. Aditya Amit Modak are father-son.
- There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
- The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
- None of the Directors are categorized as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
- None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
- None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of the Promoters or Directors has been or is involved as a promoters or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce them to become or to help them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which he is interested, in connection with the promotion or formation of our Company.

DETAILS OF BORROWING POWERS

Pursuant to a Special Resolution passed at an Extra-Ordinary General Meeting of our Company held on November 07, 2022 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company are authorized to borrow monies from time to time, with or without security, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹2,500.00 Lakhs.

REMUNERATION OF OUR EXECUTIVE DIRECTORS

As on date of this Prospectus, we do not have any executive directors on Board of our company.

SITTING FEES

Pursuant to the Resolution passed by the Board of Directors of our Company on November 07, 2022 the Non-Executive Independent Directors of our Company would be entitled to a sitting fee of ₹ 10,000/- for attending every meeting of Board.

PAYMENT OF BENEFITS (NON-SALARY RELATED)

Except as disclosed above, no amount or benefit has been paid or given within the two (2) years preceding the date of filing of this Prospectus or is intended to be paid or given to any of our directors except the remuneration for services rendered and/or sitting fees as Directors.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

There is no contingent or deferred compensation payable to our directors, which does not form part of their remuneration.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

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

SHAREHOLDING OF OUR DIRECTORS

Our Articles of Association do not require our directors to hold any qualification shares. The details of the shareholding of our directors as on the date of this Prospectus are as follows:

Sr. No.	Name of the shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
1.	Mr. Govind Vishwanath Gadgil	31,14,992	44.32%
2.	Mr. Amit Yeshwant Modak	2,19,131	3.12%
3.	Mr. Aditya Amit Modak	1,25,900	1.79%
4.	Mr. Ashok Namdeo Gokhale	Nil	Nil
5.	Mr. Ranjeet Sadashiv Natu	Nil	Nil
6.	Ms. Sweta Ashish Khandelwal	Nil	Nil

INTEREST OF OUR DIRECTORS

All our Non-Executive Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of the Board as well as to the extent and reimbursement of expenses payable to them under our Articles of Association.

Further our directors may be deemed to be interested to the extent of shareholding held by them, their relatives, their companies, firms and trusts, in which they are interested as directors, members, partners, trustees, beneficiaries and promoters and in any dividend distribution which may be made by our Company in the future.

Our directors deemed to be interested to the extent of remuneration payable to them pursuant to Articles of the Company and resolution approved by the Board of Directors/ Members of our Company, as the case may be, time to time for services rendered as an officer or employee of our Company.

Except mentioned in the Restated Financial Statements, no loans have been availed by our directors or the Key Managerial Personnel from our Company.

No sum has been paid or agreed to be paid to our directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce them to become, or to qualify them as, a director, or otherwise for services rendered by them by such firm or company, in connection with the promotion or formation of our Company.

For the shareholding of the Directors, please refer chapter titled “*Our Management*” on page 109 of this Prospectus.

Interest in the property of the Company

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page 89 of this Prospectus, none of our directors have interest in any property acquired or proposed to be acquired by our Company.

Interest in Business of the Company

Except as stated in the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 89 and 128 respectively and to the extent of shareholding in our Company, if any, our directors do not have any other business interest in our Company.

Interest in promotion of the Company

Except Mr. Govind Vishwanath Gadgil, who is the Promoter of our Company, none of the other Directors are interested in the promotion of our Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Sr. No.	Name of the Director	Date of Appointment / Change in designation	Reason for Change
1.	Mr. Govind Vishwanath Gadgil	July 26, 2021	Appointed as Additional Non-Executive Director
2.	Mr. Aditya Amit Modak	July 26, 2021	Appointed as Additional Non-Executive Director
3.	Mr. Govind Vishwanath Gadgil	August 31, 2021	Regularised as Non-Executive Director
4.	Mr. Amit Yeshwant Modak	August 31, 2021	Appointed as Non-Executive Director
5.	Mr. Aditya Amit Modak	August 31, 2021	Regularised as Non-Executive Director
6.	Mr. Vishwas Vasant Bokil	September 15, 2022	Resigned as Director
7.	Mr. Shailesh Sharad Bagaitkar	September 15, 2022	Resigned as Director
8.	Mr. Ashok Namdeo Gokhale	November 03, 2022	Appointed as Additional Non-Executive Independent Director
9.	Mr. Ranjeet Sadashiv Natu	November 03, 2022	Appointed as Additional Non-Executive Independent Director
10.	Ms. Sweta Ashish Khandelwal	November 03, 2022	Appointed as Additional Non-Executive Independent Director

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act with respect to corporate governance, provisions of SEBI LODR Regulations to the extent applicable to the entity whose shares are listed on Stock Exchange and shall be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including SEBI LODR Regulations, SEBI ICDR Regulations and the Companies Act in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act. The Board functions either as a full board or through various committees constituted to oversee specific functions.

Our Company stands committed to good Corporate Governance practices based on the principles such as accountability, transparency in dealing with our stakeholders, emphasis on communication and transparent report.

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Prospectus, our Company has Six (6) Directors, three (3) Non-Independent Non-Executive Director and Three (3) are Additional Non-Executive Independent Directors including One (1) Woman Additional Independent Director in the Board.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors presently has three (3) committees which have been constituted in accordance with the relevant provisions of the Companies Act and SEBI LODR Regulations: (i) Audit Committee, (ii) Stakeholders' Relationship Committee and (iii) Nomination and Remuneration Committee.

Audit Committee

Our Board has constituted the Audit Committee vide Board Resolution dated November 03, 2022 which was in accordance with Section 177 of the Companies Act, 2013.

The audit committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Ranjeet Sadashiv Natu	Additional Non-Executive Independent Director	Chairman
Ms. Sweta Ashish Khandelwal	Additional Non-Executive Independent Director	Member
Mr. Aditya Amit Modak	Non-Executive Director	Member

The Company Secretary & Compliance Officer of the Company will act as the Secretary of the Committee.

The role of Audit Committee shall include but shall not be restricted to the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
3. Approving payments to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - ii) Changes, if any, in accounting policies and practices and reasons for the same;
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management;
 - iv) Significant adjustments made in the financial statements arising out of audit findings;
 - v) Compliance with listing and other legal requirements relating to financial statements;
 - vi) Disclosure of any related party transactions;
 - vii) Qualifications in the audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
9. 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;
10. Discussion with internal auditors any significant findings and follow up there on;
11. 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;
12. 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;
13. 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;
14. To review the functioning of the Whistle Blower mechanism;
15. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate;
16. Approval or any subsequent modification of transactions of the Company with related parties;
17. Scrutiny of inter-corporate loans and investments;
18. Valuation of undertakings or assets of the Company, wherever it is necessary;
19. Evaluation of internal financial controls and risk management systems;

20. Review of management discussion and analysis report, management letters issued by the statutory auditors, etc;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;

Explanation (i): The term “related party transactions” shall have the same meaning as contained in the Ind AS 24, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

The Audit Committee enjoys following powers:

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

The Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
- vi) statement of deviations: (a) half yearly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations. (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meeting of Audit Committee and Relevant Quorum

The Audit Committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

Stakeholders’ Relationship Committee

Our Board has constituted the Stakeholders’ Relationship Committee vide Board Resolution dated November 03, 2022 pursuant to Section 178 of the Companies Act, 2013. The Stakeholder’s Relationship Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Ranjeet Sadashiv Natu	Additional Non-Executive Independent Director	Chairman
Ms. Sweta Ashish Khandelwal	Additional Non-Executive Independent Director	Member
Mr. Aditya Amit Modak	Non-Executive Director	Member

The Company Secretary of the Company will act as the Secretary of the Committee.

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

1. resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
2. review of measures taken for effective exercise of voting rights by shareholders;

3. review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent;
4. review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. approve, register, refuse to register transfer or transmission of shares and other securities;
7. sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. allotment and listing of shares;
9. authorise affixation of common seal of the Company;
10. issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. dematerialize or rematerialize the issued shares;
13. ensure proper and timely attendance and redressal of investor queries and grievances;
14. carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time; and
15. further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Meeting of Stakeholders' Relationship Committee and Relevant Quorum

The stakeholders' Relationship committee shall meet once in a year. The quorum for a meeting of the Stakeholder's Relationship Committee shall be two members present.

Nomination and Remuneration Committee

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution dated November 03, 2022 pursuant to section 178 of the Companies Act, 2013.

The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Ashok Namdeo Gokhale	Additional Non-Executive Independent Director	Chairman
Mr. Ranjeet Sadashiv Natu	Additional Non-Executive Independent Director	Member
Mr. Govind Vishwanath Gadgil	Non-Executive Director	Member

The Company Secretary of our Company acts as the Secretary to the Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment

as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- i) use the services of an external agencies, if required;
 - ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii) consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
 4. devising a policy on Board diversity;
 5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
 6. 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;
 7. recommend to the board, all remuneration, in whatever form, payable to senior management.

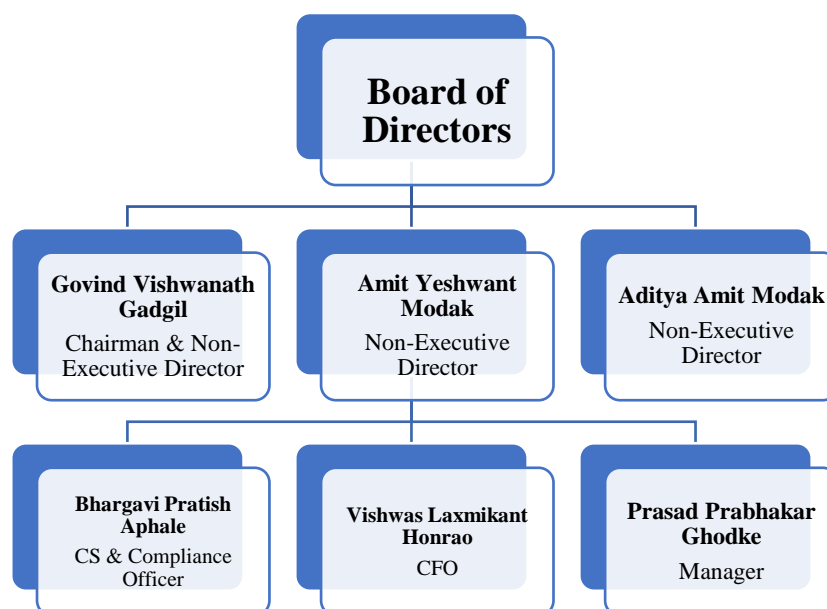
Meeting of Nomination and Remuneration Committee and Relevant Quorum

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the BSE SME. 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.

ORGANIZATIONAL STRUCTURE



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. Below are the details of the Key Managerial Personnel of our Company:

Mr. Prasad Prabhakar Ghodke, aged around 36 years, is the Manager of our Company with effect from November 03, 2022. He was previously appointed as Junior Assistant Manager of our company. He holds a senior secondary certificate from Maharashtra State Board of Secondary and Higher Secondary Education. He has over 15 years of experience in the jewellery industry. In the past he was associated as Junior Assistant Manager at P. N. Gadgil & Sons Limited. He was paid ₹2.29 Lakhs as salary in the Fiscal Year 2021-22.

Mr. Vishwas Laxmikant Honrao, aged around 58 years, is the Chief Financial Officer of our Company with effect from October 01, 2022. He has completed his Bachelor Degree in Commerce from University of Pune in 1983. He has around 39 years of experience of accounts and finance. He had worked with Ashoka Powerline Ind (P) Limited, Shree electricals & Associates, and Kalyani Sharp India Limited as Accountant. He was also previously working as Accounts Manager of P.N. Gadgil & Sons and P. N. Gadgil & Sons Limited till 2019. He is responsible for accounts and finance of our company. He was not paid any remuneration in the Fiscal Year 2021-22.

Ms. Bhargavi Pratish Aphale, aged 28 years, is the Company Secretary and Compliance Officer of our Company with effect from October 01, 2022. She has completed her graduation from University of Pune in 2015 and is an Associate member of the Institute of Company Secretaries of India. She also holds degree in Bachelor of Laws from University of Pune. She has around two years of experience in secretarial and compliance. She is responsible for the Secretarial and Compliance division of our Company. She was not paid any remuneration in the Fiscal Year 2021-22.

STATUS OF OUR KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

RELATIONSHIP BETWEEN OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL

None of our directors are related to each other or to our Key Managerial Personnel.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

None of our KMPs hold any shares of our Company as on the date of this Prospectus.

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.

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 in future.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel have been selected as the Key Managerial Personnel of our Company.

BONUS OR PROFIT-SHARING PLAN OF THE DIRECTORS AND KEY MANAGEMENT PERSONNEL

There is no profit-sharing plan for the Key Managerial Personnel. However, our Company provides performance linked bonus payments, in accordance with their terms of appointment.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO OUR DIRECTORS AND KEY MANAGERIAL PERSONNEL

There is no contingent or deferred compensation payable to our Directors and Key Managerial Personnel, which form part of their remuneration.

EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Our Company does not have an employee stock option scheme as on the date of this Prospectus.

PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL

No non salary related amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

CHANGES IN OUR KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS FROM THE DATE OF FILING OF THIS PROSPECTUS

The changes in our Key Managerial Personnel during the three years immediately preceding the date of filing of this Prospectus are set forth below:

Name	Designation	Date of Appointment/ Change in designation	Reason for Change
Mr. Vishwas Laxmikant Honrao	Chief Financial Officer	October 01, 2022	Appointed as Chief Financial Officer
Ms. Bhargavi Pratish Aphale	Company Secretary and Compliance Officer	October 01, 2022	Appointed as Company Secretary and Compliance Officer
Mr. Prasad Prabhakar Ghodke	Manager	November 03, 2022	Appointed as Manager

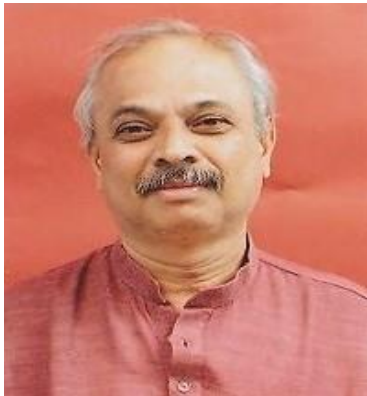

ATTRITION OF KEY MANAGERIAL PERSONNEL

The attrition of Key Managerial Personnel is not high in our Company compared to the industry.

OUR PROMOTERS AND PROMOTER GROUP

As on the date of this Prospectus, our Promoters and Promoter group hold 70,28,003 Equity Shares, representing 100.00% of the issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, please see "Capital Structure" beginning on page 54 of this Prospectus.

The details of our Promoters are as under:

Mr. Govind Vishwanath Gadgil	
	<p>Mr. Govind Vishwanath Gadgil, aged 63 years, is the Promoter, Chairman & Non-Executive Director of our Company. He holds a senior secondary certificate from Maharashtra State Board of Secondary and Higher Secondary Education. He has over 40 years of experience in the jewellery industry. In the past he was associated with P.N. Gadgil & Sons in the capacity of a Partner and currently, he is Whole Time Director at P. N. Gadgil & Sons Limited. He holds 31,14,992 Equity Shares, representing 44.32% of the issued, subscribed and paid-up Equity Share capital of our Company. For the complete profile of our promoter, along with details of his educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "Our Management" on page 109 of this Prospectus.</p> <p>Date of Birth: August 08, 1959</p> <p>Nationality: Indian</p> <p>PAN: AAYPG8523C</p> <p>Residential Address: 576, N C Kelkar Road, Shaniwar Peth, Opp Kesari Wada, Pune – 411 030, Maharashtra, India</p> <p>Other Interests: P. N. Gadgil & Sons Limited Puneet Shares and Finance Private Limited P. N. Gadgil Art & Culture Foundation Gadgil Metals & Commodities Shree Construction Company Bhide Gadgil Associates Bhide Gadgil Developers</p>
Ms. Renu Govind Gadgil	
	<p>Ms. Renu Govind Gadgil, aged 61 years, is the Promoter of our Company. She passed the Licentiate of Court of Examiners in Homeopathy. She has more than 10 years of experience in the jewellery industry. In the past, she was associated with P. N. Gadgil & Sons in the capacity of a Partner and currently, she is Whole Time Director at P. N. Gadgil & Sons Limited. She holds 31,14,992 Equity Shares, representing 44.32% of the issued, subscribed and paid-up Equity Share capital of our Company.</p> <p>Date of Birth: May 13, 1961</p> <p>Nationality: Indian</p> <p>PAN: AKIPG4083B</p> <p>Residential Address: 576, N C Kelkar Road, Shaniwar Peth, Opp Kesari Wada, Pune – 411 030, Maharashtra, India</p> <p>Other Interests: P. N. Gadgil & Sons Limited Puneet Shares and Finance Private Limited P. N. Gadgil Art & Culture Foundation Gadgil Metals & Commodities Bhide Gadgil Developers</p>

DECLARATION

1. We confirm that the Permanent Account Number, Bank Account Number, Passport Number, Aadhaar Card Number of our Promoters has been submitted to the Stock Exchange at the time of filing of the Prospectus with the Stock Exchange. Our Promoters have confirmed that they do not have driving license number as on the date of this Prospectus.
2. Our Promoters and the members of our Promoter group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
3. Our Promoters have not been declared as a fugitive economic offender under the provisions of section 12 of the Fugitive Economic Offenders Act, 2018.
4. No violations of securities law have been committed by our Promoters or members of our Promoter group or any Group Companies in the past or is currently pending against them. None of (i) our Promoters and members of our Promoter group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoters, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

CHANGE IN CONTROL OF OUR COMPANY

Our Promoters have acquired 9,994 equity shares of our company from the previous shareholders of our company on April 03, 2021 resulting in change in the control of our Company by 99.97% of than equity share capital of our company in the five years immediately preceding the date of this Prospectus. For further details relating to the equity shares acquired by our Promoters, refer point no. 15 of chapter titled “*Capital Structure*” on page 54 of this Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer above.

INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by them or their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are 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*”, “*Restated Financial Statements*” and “*Our Management*” beginning on pages 54, 128 and 109 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are 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 see chapter titled “*Restated Financial Statements*” beginning on page 128 of this Prospectus.

Interest of Promoters in the Promotion of our Company

Our Company is currently promoted by the Promoters in order to carry on its present business. Our Promoters are 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 of Promoters in the Property of our Company

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*” and “*Restated Financial Statements*” beginning on page 89 and 128 respectively, of this Prospectus, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Prospectus or proposed to be acquired by our Company as on the date of this Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 89 of this Prospectus our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Interest in our Company arising out of being a member of a firm or company

Our Promoters are not interested as member of a firm or company, and no sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

Interest in our Company other than as Promoters

Except as mentioned in this chapter and chapters titled “*Our Business*”, “*History and Certain Corporate Matters*”, “*Our Management*” and “*Restated Financial Statements*” beginning on pages 89, 105, 109 and 128, respectively, our Promoters do not have any other interest in our Company.

COMMON PURSUITS OF OUR PROMOTERS

Except for our Group Company, P. N. Gadgil & Sons Limited which deals in similar business activities as that of our Company, our Promoters are not involved with any ventures which are in the same line of activity or business as that of our Company.

PAYMENT OF AMOUNTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled “*Restated Financial Statements*” beginning on page 128 of this Prospectus, there has been no payment of benefits to our Promoters or Promoter group during the two years preceding the date of this Prospectus.

MATERIAL GUARANTEES

Except as stated in the “*Restated Financial Statements*” beginning on page 128 of this Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

Further, our Promoters have given personal guarantee for the cash credit facility and term loan facility of ₹1,000.00 Lakhs sanctioned by ICICI Bank Limited to our company.

OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(pp) of the SEBI ICDR Regulations, the following individuals and entities shall form part of our Promoter group:

A. Natural Persons who are Part of the Promoter group

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter group:

Name of the Promoters	Name of the Relative	Relationship with the Promoters
Mr. Govind Vishwanath Gadgil	Late Vishwanath Vasudeo Gadgil	Father
	Late Sarala Vishwanath Gadgil	Mother
	Ms. Renu Govind Gadgil	Spouse
	-	Brother
	Ms. Rohini Udaya Kalkundrikar and Ms. Anjali Vishwanath Gadgil	Sisters
	Mr. Satyajit Govind Gadgil and Mr. Parikshit Govind Gadgil	Sons
	-	Daughter
	Late Vinayak Dattatraya Khadilkar	Spouse’s Father
	Ms. Mandakini Vinayak Khadilkar	Spouse’s Mother
	Mr. Ravindra Vinayak Khadilkar	Spouse’s Brother
Ms. Jyoti Ravindra Paranjape	Spouse’s Sister	

Name of the Promoters	Name of the Relative	Relationship with the Promoters
Ms. Renu Govind Gadgil	Late Vinayak Dattatraya Khadilkar	Father
	Ms. Mandakini Vinayak Khadilkar	Mother
	Mr. Govind Vishwanath Gadgil	Spouse
	Mr. Ravindra Vinayak Khadilkar	Brother
	Ms. Jyoti Ravindra Paranjape	Sister
	Mr. Satyajit Govind Gadgil and Mr. Parikshit Govind Gadgil	Sons
	-	Daughter
	Late Vishwanath Vasudeo Gadgil	Spouse's Father
	Late Sarala Vishwanath Gadgil	Spouse's Mother
	-	Spouse's Brother
	Ms. Rohini Udaya Kalkundrikar and Ms. Anjali Vishwanath Gadgil	Spouse's Sister

B. Entities forming part of the Promoter group pursuant to Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations

As per Regulation 2(1)(pp)(iv) of the SEBI ICDR Regulations, the following Companies/Trusts/ Partnership firms/HUFs or Sole Proprietorships are forming part of our Promoter group.

Sr. No.	Name of Promoter group Entity/Company
1.	P. N. Gadgil & Sons Limited
2.	Puneet Shares and Finance Private Limited
3.	P. N. Gadgil Art & Culture Foundation
4.	Gadgil Metals & Commodities
5.	Shree Construction Company
6.	Bhide Gadgil Associates
7.	Bhide Gadgil Developers
8.	Govind V Gadgil HUF

C. All persons whose shareholding is aggregated pursuant to Regulation 2(1)(pp)(v) of the SEBI ICDR Regulations for the purpose of disclosing in the Prospectus under the heading "shareholding of the promoter group"

Sr. No.	Name
1.	Mr. Amit Yeshwant Modak
2.	Ms. Anjali Vishwanath Gadgil
3.	Mr. Aditya Amit Modak
4.	Mr. Shrikant Digambar Kuber
5.	Mr. Satish Digambar Kuber
6.	Mr. Prafulla Dharamraj Wagh

SHAREHOLDING OF THE PROMOTER GROUP IN OUR COMPANY

For details of shareholding of members of our Promoter group as on the date of this Prospectus, please see the chapter titled "Capital Structure" beginning on page 54 of this Prospectus.

COMPANIES WITH WHICH THE PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Prospectus.

OUTSTANDING LITIGATIONS

There is no outstanding litigation against our Promoters except as disclosed in the section titled "Risk Factors" and chapter titled "Outstanding Litigations and Material Developments" beginning on pages 23 and 140 respectively of this Prospectus.

OUR GROUP COMPANIES

The definition of ‘Group Companies’ as per the SEBI ICDR Regulations, shall include such companies (other than promoters(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which Financial Statements 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 November 07, 2022 our Group Companies includes:

- (i) Those companies disclosed as related parties in accordance with Indian Accounting Standard (“Ind AS 24”) issued by the Institute of Chartered Accountants of India, during the period for which Financial Information is disclosed.
- (ii) All such companies which are deemed to be material by the Board of Directors.

Accordingly, based on the parameters outlined above, as on the date of this Prospectus, our Board has identified **P. N. Gadgil & Sons Limited and Puneet Shares and Finance Private Limited** as the group companies of our Company (“Group Companies”).

DETAILS OF OUR GROUP COMPANIES

P. N. GADGIL & SONS LIMITED

P. N. Gadgil & Sons Limited is incorporated on November 06, 2017. The CIN is U36911PN2017PLC173262 and Registered Office is situated at Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road, Pune – 411 041, Maharashtra, India. P. N. Gadgil & Sons Limited is in business of retail of gold jewellery, silver jewellery, idols and other silverware, diamonds and diamond jewellery and other gemstones jewellery and related gift items.

Financial Performance

As required under the SEBI ICDR Regulations, P. N. Gadgil & Sons Limited has hosted the financial information derived from the audited financial statements for the financial years ended 2022, 2021 and 2020 on the website at <https://pngadgilandsons.com/>.

PUNEET SHARES AND FINANCE PRIVATE LIMITED

Puneet Shares and Finance Private Limited is incorporated on July 22, 1998. The CIN is U67120PN1998PTC012711 and Registered Office is situated at 606-608, Siddharth Towers, Near Swapnashil Society, Off Karve Road, Kothrud, Pune – 411 037, Maharashtra, India. Puneet Shares and Finance Private Limited stopped trading activity and is not engaged in the business of stock broking as on date.

Financial Performance

As required under the SEBI ICDR Regulations, Puneet Shares and Finance Private Limited shall host the financial information derived from the audited financial statements for the financial years ended 2022, 2021 and 2020 on the website of our Company since Puneet Shares and Finance Private Limited does not have a separate website. Such financial information is available at www.gargibypng.com.

LITIGATION

Other than as disclosed in “*Outstanding Litigations and Material Developments*” on page 140 of this Prospectus, our Group Companies are not party to any litigation which may have material impact on our Company.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

Our Group Companies do not have any interest in the promotion of our Company.

Our Group Companies are not interested in any property acquired by our Company in the three years preceding the filing of this Prospectus or proposed to be acquired by our Company.

Our Group Companies are not interested in any transactions for acquisition of land, construction of building or supply of machinery.

COMMON PURSUITS BETWEEN OUR GROUP COMPANIES AND OUR COMPANY

Our Group Company, P. N. Gadgil & Sons Limited deals in similar business activities as that of our Company. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and in circumstances where our respective interests diverge. In addition, some of our directors are also directors on the board of some of our group companies. These overlapping directorships could create conflicts of interest between us and the Promoters.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in “*Annexure 41 - Restated Financial Statements*” beginning on page 128 there are no other business transactions between our Company and the Group Companies which are significant to the financial performance of our Company.

BUSINESS INTERESTS OR OTHER INTERESTS

Except as disclosed in “*Annexure 41 - Restated Financial Statements*” beginning on page 128 our Group Companies do not have any business interest in our Company.

OTHER CONFIRMATIONS

Our Group Companies are not listed on any stock exchange. Our Group Companies have not made any public or rights issue of securities in the preceding three years.

DIVIDEND POLICY

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The 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. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

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.

SECTION VII – FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Sr No.	Particulars	Page No
1.	Restated Financial Statements	F-1 to F-50

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED FINANCIAL INFORMATION OF PNGS GARGI FASHION JEWELLERY LIMITED

To
The Board of Directors
PNGS Gargi Fashion Jewellery Limited
S. No. 37/1 & 37/2, Near Lokmat Newspaper,
Wadgaon, Khurd,
Pune -411041

Dear Sirs,

We have examined the attached Restated Financial Information of PNGS Gargi Fashion Jewellery Limited (Formerly known as "PNGS Gargi Fashion Jewellery Private Limited") (Formerly known as "P.N.Gadgil & Sons Gargi Costume Jewellery Private Limited") (Formerly known as "Resonant Consulting Pvt. Ltd.") (the "Company" or the "Issuer") comprising the Restated Statement of Assets and Liabilities as at September 30, 2022, March 31, 2022, March 31, 2021, March 31, 2020, the Restated Statement of Profit and Loss including Other Comprehensive Income, Restated Statement of Changes in Equity and the Restated Statement of Cash Flows for the period ending September 30, 2022, March 31, 2022, March 31, 2021, March 31, 2020 along with summary of Significant Accounting Policies and other explanatory information annexed to this report (collectively referred as the "Restated Financial Information"). These Restated Financial Information have been prepared by the Company and approved by the Board of Directors in the meeting held on November 25, 2022 for the purpose of inclusion in the Draft Prospectus/Prospectus in connection with its proposed Initial Public Offer (IPO) of equity shares of face value of Rs. 10 each of the Company ("Equity Shares") comprising fresh issue of Equity Shares on SME Platform of BSE Limited.

1. This Restated financial information has been prepared in accordance with the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI"); and
 - c) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

- b. The “Restated Statement of Profit and Loss” as set out in **Annexure 2** to this report, of the Company for the period ended September 30, 2022 and for the year ended on March 31, 2022, March 31, 2021, March 31, 2020 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** to this Report.
- c. The “Restated Statement of Cash Flow” as set out in **Annexure 3** to this report, of the Company for the period ended September 30, 2022 and for the year ended on March 31, 2022, March 31, 2021, March 31, 2020 are prepared by the Company and approved by the Board of Directors. These Restated Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** to this Report.
- d. We are of the opinion that the Restated Financial Information have been made after incorporating:
 - i. Adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any.
 - ii. Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - iii. There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments except as disclosed in the notes to accounts
 - iv. These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in **Annexure 4** to this report.
- 7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial year/period ended on September 30, 2022, March 31, 2022, March 31, 2021, March 31, 2020 proposed to be included in the Draft Prospectus.
- 8. We have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI.

9. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on audited financial statements mentioned in paragraph 4 above.
11. The report should neither in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants including the Statutory Auditor's of the Company nor should this report be construed as a new opinion on any of the financial statements referred to therein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. In our opinion, the above financial information contained in **Annexure 1 to 47** of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in **Annexure 4** are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
14. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus to be filed with BSE limited and Registrar of Companies, Pune in connection with its proposed Initial Public Offer (IPO) of equity shares on SME Platform of BSE Limited. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

As per our report of even date,

For Khandelwal Jain and Associates
Chartered Accountants
Firm Registration No: 139253W

Sd\
R. G. Nahar
Partner
Membership No. 031177
UDIN: 22031177BECUFA7547
Place: Pune
Date: 25-11-2022

PNGS Gargi Fashion Jewellery Limited
(Formerly known as "PNGS Gargi Fashion Jewellery Private Limited")
(Formerly known as "P.N.Gadgil & Sons Gargi Costume Jewellery Private Limited")
(Formerly known as "Resonant Consulting Pvt. Ltd.")
(All amounts are in Rupees lakhs ,unless otherwise stated)

Annexure 1 - Restated Statement of Assets and Liabilities

Particulars	Annexure	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
ASSETS					
Non-current assets					
Property, plant and equipment	6	87.87	29.32	-	0.02
Intangible assets	7	18.59	6.34	-	-
Deferred tax assets (net)	8	2.12	2.48	-	-
Total Non-current assets		108.58	38.14	-	0.02
Current assets					
Inventories	9	935.00	682.00	-	-
Financial assets					
- Trade receivables	10	4.04	0.69	0.60	0.68
- Cash and cash equivalents	11	136.83	62.55	1.89	2.08
- Other financial assets	12	0.02	9.21	-	-
Other current assets	13	63.30	43.61	0.15	0.15
Total Current assets		1139.19	798.06	2.64	2.91
Total Assets		1247.77	836.20	2.64	2.93
EQUITY AND LIABILITIES					
Equity					
Equity Share capital	14	251.00	1.00	1.00	1.00
Other equity	15	823.83	110.98	0.62	0.28
Total Equity		1074.83	111.98	1.62	1.28
Non-current liabilities					
Financial liabilities					
- Lease Liability	16	41.04	-	-	-
Provisions	17	12.02	11.01	-	-
Total Non-current liabilities		53.06	11.01	-	-
Current liabilities					
Financial liabilities					
- Borrowings	18	-	531.28	0.36	0.36
- Lease Liability	16	11.49	-	-	-
- Trade payables	19	-	-	-	-
Total outstanding dues of micro enterprises and small enterprises		9.97	94.90	-	-
Total outstanding creditors other than micro and small enterprises		13.62	35.23	0.60	0.74
- Other financial liabilities	20	25.32	21.83	-	-
Other current liabilities	21	8.80	5.04	-	-
Provisions	22	22.41	5.48	-	0.55
Current tax liabilities (net)	23	28.27	19.45	0.06	-
Total Current liabilities		119.88	713.21	1.02	1.65
Total Liabilities		172.94	724.22	1.02	1.65
Total Equity and Liabilities		1247.77	836.20	2.64	2.93

The above statement should be read with basis of preparation, significant accounting policies and annexures forming part of the Restated Financial Information.

As per our report of even date
For Khandelwal Jain & Associates
Chartered Accountants
Firm Registration No: 139253W

Sd/-
R. G. Nahar
Partner
Membership No: 031177
Udin : 22031177BECUFA7547
Place : Pune
Date : 25-11-2022

For and on behalf of the Board of Directors of
PNGS Gargi Fashion Jewellery Limited
CIN: U36100PN2009PLC133691

Sd/-
Govind Gadgil
Director
DIN: 00616617
Place: Pune
Date : 25-11-2022

Sd/-
Amit Modak
Director
DIN: 00396631
Place: Pune
Date : 25-11-2022

Sd/-
Vishwas Honrao
Chief Financial Officer
Place: Pune
Date : 25-11-2022

Sd/-
Bhargavi Aphale
Company Secretary
Membership No.:A63292
Place:Pune
Date : 25-11-2022

PNGS Gargi Fashion Jewellery Limited
(Formerly known as "PNGS Gargi Fashion Jewellery Private Limited")
(Formerly known as "P.N.Gadgil & Sons Gargi Costume Jewellery Private Limited")
(Formerly known as "Resonant Consulting Pvt. Ltd.")
(All amounts are in Rupees lakhs ,unless otherwise stated)

Annexure 2 - Restated Statement of Profit and Loss

Particulars	Annexure	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Revenue from operations	24	1189.17	593.93	0.60	-
Other income	25	0.01	0.01	0.03	-
I. Total Income		1189.18	593.94	0.63	-
Expenses					
Purchase of Stock-in-Trade	26	881.14	1026.06	-	-
Changes in inventories of Stock-in -Trade	27	(253.00)	(682.00)	-	-
Employee benefits expense	28	42.31	25.00	-	-
Finance cost	29	11.25	1.95	-	-
Depreciation and amortization expense	30	4.90	2.05	-	0.02
Other expenses	31	217.17	72.51	0.22	0.08
II. Total Expenses		903.77	445.57	0.22	0.10
III. Restated Profit before tax (PBT) (I-II)		285.41	148.37	0.41	(0.10)
Tax expense :	32				
Current tax		71.78	40.11	0.06	-
Previous Year's tax		-	0.15	-	-
Deferred tax charge / (credit)		0.46	(2.42)	-	-
IV. Income tax expense		72.24	37.84	0.06	-
V. Restated Net Profit after tax (III - IV)		213.17	110.53	0.35	(0.10)
VI. Restated Other Comprehensive Income (OCI)					
Items that will not be reclassified to profit or loss :					
Re-measurement gain / (loss) on defined benefit plans	32	(0.43)	(0.23)	-	-
Effect of income tax		0.11	0.06	-	-
		(0.32)	(0.17)	-	-
Total restated comprehensive income (net of taxes) (V+VI)		212.85	110.36	0.35	(0.10)
Earnings per equity share	33				
(1) Basic (in ₹)		88.00	1105.30	3.46	-0.99
(2) Diluted (in ₹)		88.00	1105.30	3.46	-0.99

The above statement should be read with basis of preparation, significant accounting policies and annexures forming part of the Restated Financial Information.

As per our report of even date
For Khandelwal Jain & Associates
Chartered Accountants
Firm Registration No: 139253W

Sd/-
R. G. Nahar
Partner
Membership No: 031177
Udin : 22031177BECUFA7547
Place : Pune
Date : 25-11-2022

**For and on behalf of the Board of Directors of
PNGS Gargi Fashion Jewellery Limited**
CIN: U36100PN2009PLC133691

Sd/-
Govind Gadgil
Director
DIN: 00616617
Place: Pune
Date : 25-11-2022

Sd/-
Vishwas Honrao
Chief Financial Officer
Place: Pune
Date : 25-11-2022

Sd/-
Amit Modak
Director
DIN: 00396631
Place: Pune
Date : 25-11-2022

Sd/-
Bhargavi Aphale
Company Secretary
Membership No. :
A63292
Place:Pune
Date : 25-11-2022

PNGS Gargi Fashion Jewellery Limited
(Formerly known as "PNGS Gargi Fashion Jewellery Private Limited")
(Formerly known as "P.N.Gadgil & Sons Gargi Costume Jewellery Private Limited")
(Formerly known as "Resonant Consulting Pvt. Ltd.")
(All amounts are in Rupees lakhs ,unless otherwise stated)

Annexure 3 -Restated Statement of Cash Flows

Particulars	For the period ended Sep 30,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
A. Cash Flows from Operating Activities				
Restated Profit before tax	285.41	148.37	0.41	(0.10)
Adjusted for:				
Depreciation on property, plant and equipment	3.29	1.89	-	0.02
Amortization on intangible assets	0.72	0.16	-	-
Amortization on Right to use Lease Asset	0.89	-	-	-
Balances written off	-	-	0.13	-
Finance cost	11.25	1.95	-	-
Profit on sale of Asset	-	-	(0.03)	-
Operating profit before working capital changes	301.56	152.37	0.51	(0.08)
Working capital adjustments :				
Increase/(Decrease) in trade payables	(106.55)	129.54	(0.14)	0.06
Increase/(Decrease) in provisions	17.94	16.26	(0.55)	-
Increase/(Decrease) in other current liabilities	3.38	5.04	-	-
Increase/(Decrease) in other financial liabilities	2.81	21.82	-	-
(Increase)/Decrease in inventory	(253.00)	(682.00)	-	-
(Increase)/Decrease in trade receivables	(3.36)	(0.09)	(0.06)	-
(Increase)/Decrease in other financial assets	9.19	(9.20)	-	-
(Increase)/Decrease in other current assets	(19.69)	(43.63)	-	-
	(349.28)	(562.24)	(0.75)	0.06
Income tax paid	(63.00)	(20.73)	-	-
Net cash flows from / (used in) operating activities (A)	(110.72)	(430.60)	(0.24)	(0.02)
B. Cash Flows from Investing Activities				
Purchase of property, plant and equipment	(9.50)	(31.21)	0.05	-
Purchase of Intangible Assets	(12.97)	(6.50)	-	-
Net cash flow from/(used in) investing activities (B)	(22.47)	(37.71)	0.05	-
C. Cash Flows from Financing Activities				
Proceeds from issue of shares	750.00	-	-	-
Disbursement / (repayment) of borrowings	(531.28)	530.92	-	-
Finance costs	(11.25)	(1.95)	-	-
Net cash flow from / (used in) financing activities (C)	207.47	528.97	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	74.28	60.66	(0.19)	(0.02)
Cash and cash equivalents at the beginning of the period	62.55	1.89	2.08	2.10
Cash and cash equivalents at the end of the period	136.83	62.55	1.89	2.08
Components of cash and cash equivalents				
Cash in hand	6.77	1.48	0.07	0.02
Balance with Banks				
- on current account	130.06	61.07	1.82	2.06
Total cash and cash equivalents	136.83	62.55	1.89	2.08

The above cash flow statement has been prepared under the 'Indirect Method' set out in Ind AS 7 - on Statement of Cash Flows as notified under Companies (Accounts) Rules, 2015.

As per our report of even date

For Khandelwal Jain & Associates
Chartered Accountants
Firm Registration No: 139253W

Sd/-
R. G. Nahar
Partner
Membership No: 031177
Udin : 22031177BECUFA7547
Place : Pune
Date : 25-11-2022

For and on behalf of the Board of Directors of
PNGS Gargi Fashion Jewellery Limited
CIN: U36100PN2009PLC133691

Sd/-
Govind Gadgil
Director
DIN: 00616617
Place: Pune
Date : 25-11-2022

Sd/-
Vishwas Honrao
Chief Financial Officer
Place: Pune
Date : 25-11-2022

Sd/-
Amit Modak
Director
DIN: 00396631
Place: Pune
Date : 25-11-2022

Sd/-
Bhargavi Aphale
Company Secretary
Membership No. :
A63292
Place:Pune
Date : 25-11-2022

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Annexure 4- Significant Accounting Policies

I. Corporate Information

The Company was originally incorporated as a Private Limited Company domiciled in India under the provisions of the Companies Act, 1956 and now governed by Provisions of Companies Act 2013. Subsequently, pursuant to a Special Resolution passed on September 26, 2022, the company was converted from a Private Limited Company to Public Limited Company and the name of the company was changed to “PNGS Gargi Fashion Jewellery Limited” having Company Incorporation No. (CIN) U36100PN2009PLC133691. The registered office of the Company is located at S. No. 37/1 & 37/2, Near Lokmat News Paper, Wadgaon, Khurd, Pune – 411041. The Company is engaged in the business of trading in fashion/costume jewellery, articles of silver and other articles from FY 2021-22. Prior to 31.03.2021, the company was engaged in the business of consultancy.

II. Basis of Preparation

The Restated Statement of Assets and Liabilities of the Company as at September 30, 2022 and March 31, 2022, 2021, 2020 and Restated Statement of Profit and Loss and Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash flows for the period ended on September 30, 2022 and for the financial year ended March 31, 2022, 2021, 2020 and Other Financial Information (together referred as ‘Restated Financial information’) have been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 to the extent applicable.

In preparing this Restated Financial information, the Company has considered April 1, 2021 as the date of transition and the Company has opted to voluntarily present the Restated Financial information for the year ended March 31, 2021 and 2020. Accordingly, suitable restatement adjustments (both re-measurements and re-classifications) in the accounting heads are made to the financial statements, following accounting policies and accounting policy choices (both mandatory and optional exemptions) consistent with that as used at the date of transition to Ind AS. On First time adoption of Ind As there is no significant differences arising on account of transition from previous GAAP to IND AS. Refer note 3 for the details of first-time adoption exemptions availed by the Company.

In preparing its opening Ind AS Statement of Assets & Liabilities, the Company has applied the following principles for assets, liabilities and equity forming part of the Restated Financial information:

- Recognise all assets and liabilities whose recognition is required by Ind AS;
- Not recognise items as assets and liabilities if Ind AS do not permit such recognition;
- Reclassify items that it recognised in accordance with previous GAAP as one type of asset, liability or component of equity, but are a different type of asset, liability or component of equity in accordance with Ind AS; and apply Ind AS in measuring all recognised assets and liabilities.

The financial statements of the company for the financial year ended March 31, 2021 and 2020 have been Restated by the Company to conform to the format prescribed for companies under the Companies Act, 2013 in accordance with Ind AS notified under Section 133 of the Companies Act, 2013 read with

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the Companies (Indian Accounting Standards) Rules, 2015 (the “Special Purpose Ind AS financial Statements”)

In the Special Purpose Ind AS financial Statements:

- there were no changes in accounting policies during the years of these financial statements;
- material amounts relating to adjustments for previous years in arriving at profit / loss of the years to which they relate, have been appropriately adjusted wherever required;
- adjustments were made for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the financial statements of the Company prepared under Ind AS;

The Restated financial information have been prepared on accrual basis under the historical cost convention except for certain financial assets and liabilities (including derivative instruments) that are measured at fair value as required by relevant Ind AS.

The Restated financial information have been prepared by the management as a going concern on the basis of relevant Ind AS that are effective as on the balance sheet date and using presentation and disclosure requirements of Division II of Schedule III of Companies Act, 2013.

The Restated Financial Information have been prepared by the Management of the Company for the purpose of inclusion in the Prospectus prepared by the Company in connection with the proposed listing of equity shares of the Company by way of an Initial Public Offering, to be filed by the Company with the BSE Limited and Registrar of Companies, Pune (“ROC”) in accordance with the requirements of:

- a) Section 26 read with applicable provisions within Rules 4 to 6 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 to the Companies Act, 2013; and
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India (“SEBI”); and

The Restated Financial Information were approved by the Board of directors of the Company on November 25, 2022.

Significant accounting judgments, estimates and assumptions

The preparation of the Restated Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities on the date of the financial statements. Future results could differ due to these estimates and the difference between the actual results and the estimates are recognized in the period in which the results are known/materialize.

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Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the Restated Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Taxes

Current taxes are recognized at tax rates (tax laws) enacted or substantively enacted by the reporting date and the amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes.

Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Defined benefit plans

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Determination of cash generating units for impairment analysis

As part of its impairment assessment for non-financial assets (i.e. property, plant and equipment), the management needs to identify Cash Generating Units i.e. lowest group of assets that generate cash flows which are independent of those from other assets. Considering the nature of its assets, operations and administrative structure, the management has defined all assets put together as a single Cash Generating Unit.

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III. Summary of Significant accounting policies

(a) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current and non-current classification.

An asset is classified as current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

(b) Functional and presentation currency

Items included in the restated Financial Statements of the Company are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency’). The Restated Financial Statements are presented in the Indian currency (INR), which is the Company’s functional and presentation currency.

(c) Revenue recognition

Revenue from contracts includes revenue with customers for sale of goods. Revenue from contracts with customers is recognized when control of the goods and services are transferred to the customer at an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. To recognize revenues, we apply the following five step approach:

- (1) Identify the contract with a customer,
- (2) Identify the performance obligations in the contract,
- (3) Determine the transaction price,
- (4) Allocate the transaction price to the performance obligations in the contract, and
- (5) Recognize revenues when a performance obligation is satisfied.

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Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The specific recognition criteria described below must also be met before revenue is recognized.

Sale of goods

The Company satisfies a performance obligation at a point in time and recognizes revenue when the performance obligation is satisfied and control as per Ind AS 115 is transferred to the customer therefore revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods. The control of the goods is transferred on delivery of goods to the customer.

Revenue is measured at the value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

For all financial instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset or liability.

Dividends

Revenue is recognized when the Company’s right to receive the payment is established, which is generally when shareholders approve the dividend.

Revenue from Services

Revenue from services is recognised as the related services are performed and when it is reasonably certain that ultimate collection will be made.

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(d) Income Tax

Taxes comprise current income tax and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or in equity.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor the taxable profit or loss.

Deferred tax assets (including MAT credit entitlement, if any) are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses if any. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

At each reporting date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become probable that sufficient future taxable income will be available against which such deferred tax assets can be realized.

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The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer probable that sufficient future taxable income will be available against which deferred tax asset can be realized.

Deferred tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(e) Property, plant and equipment

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, cost of replacing part of the Property, Plant and Equipment and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Capital work in progress is stated at cost less impairment, if any. It includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The Company identifies and determines cost of each component / part of the asset separately, if the component / part have a cost which is significant to the total cost of the assets and has useful life that is materially different from that of the remaining asset.

When significant parts of Property, Plant and Equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in the Statement of Profit and Loss as incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of tangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss for the period during which the asset is derecognised.

Depreciation on property, plant and equipment

Depreciable amount for assets is the cost of an asset, or other substituted for cost, less its estimated residual value.

The company depreciates property, plant and equipment over the estimated useful life prescribed in Schedule II to the 2013 Act on a straight-line basis from the date assets are ready for intended use.

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Under this method, the estimated useful lives, as specified in Schedule II of the Companies Act, 2013 are as follows:

Nature of Asset	Useful Life Considered
Office Equipment	5 Years
Furniture and Fixtures	10 Years
Electrical Installations	10 Years
Computers	3 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

(f) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Amortization of intangibles

The useful lives of intangible assets except for intangible asset class - “Design” are assessed by management as 10 years, and the same shall be amortized on a straight-line basis over its useful life. However, for intangible asset class - “Design” the useful life has been assessed as 2 years.

(g) Investment Properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The fair value of the investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by the management.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of de-recognition.

(h) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In

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this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are derecognized from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses). Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(i) Borrowing costs

Borrowing costs includes interest and ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as a part of the cost of the respective asset until such time that the assets are substantially ready for their intended use. All other borrowing costs are expensed in the period in which they occur.

Borrowing cost is calculated as per the Effective Interest Rate (EIR) method. It is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial liability or a shorter period, where appropriate, to the amortized cost of a financial liability after considering all the contractual terms of the financial instrument.

(j) Leases

The determination of whether an arrangement is, or contains a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Company is the lessee

a) Lessees are required to initially recognize a lease liability for the obligation to make lease payments and a right-of-use asset for the right to use the underlying asset for the lease term.

b) The lease liability is measured at the present value of the lease payments to be made over the lease term. Lessees accrete the lease liability to reflect interest and reduce the liability to reflect lease payments made.

c) The right-of-use asset is initially measured at the amount of the lease liability, adjusted for lease prepayments, lease incentives received, the lessee’s initial direct costs (e.g., commissions) and an estimate of restoration, removal and dismantling costs. The related right of-use asset is depreciated in accordance with the depreciation requirements of Ind AS 16 Property, Plant and Equipment.

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- d) For lessees that depreciate the right-of-use asset on a straight-line basis, the aggregate of interest expense on the lease liability and depreciation of the right-of-use asset generally results in higher total periodic expense in the earlier periods of a lease.
- e) Lessee’s re-measure the lease liability upon the occurrence of certain events (e.g., change in the lease term, change in variable rents based on an index or rate), which is generally recognized as an adjustment to the right-of-use asset.
- f) Leases having maturity period of less than 1 years have not been considered Ind AS 116 and their expense is separately disclosed in Profit & Loss A/c.
- g) Ind AS 116 is not considered to leases having low value and their expense is separately disclosed in Profit & Loss A/c.
- h) Appropriate disclosures of Ind AS 16 is made as the leases meet the criterion of PPE as per the said Ind AS.
- i) There is no sub-leasing & sale and lease back transaction entered into by the company.

(k) Inventories

Inventory is valued at lower of cost and net realizable value. Inventory of the Company includes stock physically present at its sale counters.

Cost of inventories comprises of all costs of purchase and, other duties and taxes (other than those subsequently recoverable from tax authorities), costs of conversion and all other costs incurred in bringing the inventory to its present location and condition.

Net realisable value represents the estimated selling price for inventories less estimated costs of completion and costs necessary to make the sale.

(l) Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the assets carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an assets fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets (cash generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

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(m) Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each reporting date and adjusted to reflect the current best management estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company, or a present obligation that is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the Financial Statements.

Contingent assets are assessed continually to ensure that developments are appropriately reflected in the Financial Statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognised in the Financial Statements of the period in which the change occurs. If an inflow of economic benefits has become probable, an entity discloses the contingent asset.

(n) Retirement and other employee benefits

Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are the amounts expected to be paid when the liabilities are settled. Short term employee benefits are recognised in the Restated Statement of Profit and Loss in the period in which the related service is rendered. The liabilities are presented as current liability in the Restated Balance Sheet.

Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined contribution plans such as provident fund and
- (b) defined benefit plans such as gratuity

- *Defined contribution plans - Provident fund*

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the

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period end date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the period end date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

- *Defined benefit plans – Gratuity obligations*

Retirement benefit in the form of gratuity is a defined benefit scheme. Gratuity liability of employees is accounted for on the basis of actuarial valuation on projected unit credit method at the close of the period.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

(o) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i. Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in the following categories:

- Debt instruments at amortized cost
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments, Debt instruments measured at fair value through other comprehensive income (FVTOCI)

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- *Debt instruments at amortized cost*

A ‘debt instrument’ is measured at the amortized cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Restated Statement of Profit and Loss. The losses arising from impairment are recognised in the profit or loss.

- *Debt instrument at FVTOCI*

A ‘debt instrument’ is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

- *Debt instrument at FVTPL*

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as at FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as ‘accounting mismatch’).

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

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- *Equity investments*

All equity investments in scope of Ind AS 109 “Financial Instruments” are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value in case of equity investments which are not held for trading. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss.

Reclassification

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company’s balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company’s continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

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For the purpose of transition to Ind AS, the Company has applied derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after the transition date.

Impairment

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

ii. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company’s financial liabilities include trade and other payables and loans and borrowings and other financial liabilities.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- *Financial liabilities at amortised cost*

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments.

- *Financial liabilities at fair value through profit or loss*

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

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Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk is recognised in OCI. These gains/ losses are not subsequently transferred to Profit & Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

iii. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(p) Fair value measurement

The Company measures financial instruments, such as, investments in mutual funds and equity shares at fair value at each reporting date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Restated Financial Statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 -This hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, exchange traded funds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing Net Assets Value (NAV). NAV represents the price at which the issuer will issue further units and will redeem such units of mutual fund to and from the investors.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the period. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(q) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts as they are considered an integral part of the Company’s cash management.

The Statement of Cash Flows has been prepared under the "Indirect Method" as set out in the Ind AS - 7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.

(r) Earnings per share

Basic EPS is calculated by dividing the profit for the period attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the year, unless issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and that either reduces earnings per share or increases loss per share are included.

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(s) Dividends

Final dividends on shares are recorded as liability on the date of approval by the shareholders and the interim dividends are recognised as liability on the date of declaration by the Company’s Board of Directors.

(t) Foreign currency transactions

Transactions in foreign currencies are translated into the respective functional currency of the Company at the exchange rates on the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognized in the statement of profit and loss.

(u) Government grants and subsidies

Grants / subsidies that compensate the Company for expenses incurred are recognised in the Statement of Profit and Loss as other operating income on a systematic basis in the periods in which such expenses are recognised.

(v) Rounding off amounts

All amounts disclosed in the Restated Financial Information and notes have been rounded off to the nearest lakh up to two decimal places, unless otherwise stated.

IV. Transition to Ind AS:

In preparing these restated financials, the Company has availed exemption in the transition from previous GAAP to Ind AS in accordance with Ind AS 101 for Property, plant and equipment and intangible assets were carried in the balance sheet prepared under previous GAAP. The Company has elected to regard such carrying amount as deemed cost at the date of transition.

Reconciliation of total equity and profit and loss as per previous GAAP and Ind AS

There are no significant difference arising on account of transaction from previous GAAP to IND AS.

V. Recent Pronouncements

Ministry of Corporate affairs(“MCA”) notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23,2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules,2022, applicable from April 1st,2022, as below.

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IND AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS103. The company does not expect the amendment to have any significant impact in its financial statements.

IND AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognize such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipments in its financial statements.

IND AS 37 – Onerous Contracts – Costs of Fulfilling a Contract

The amendments specify that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

IND AS 109 – Annual Improvements to Ind As (2021)

The amendment clarifies which fees an entity includes when it applies the ‘10 percent’ test of Ind AS 109 in assessing whether to derecognize a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

IND AS 116 – Annual Improvements to Ind As (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The company does not expect the amendments to have any significant impact in its financial statements.

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Annexure 5 - Restated Statement of Changes in Equity

A. EQUITY SHARE CAPITAL

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Opening balance	1.00	1.00	1.00	1.00
Changes in equity share capital during the period / year	250.00	-	-	-
Closing Balance	251.00	1.00	1.00	1.00

B. OTHER EQUITY

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Retained Earnings				
Opening balance	111.15	0.62	0.28	0.38
Restated Profit/(loss) for the period /year	213.17	110.53	0.35	(0.10)
Closing Balance	324.33	111.15	0.62	0.28
Securities Premium				
Opening balance	-	-	-	-
Add : Premium on issue of right shares	500.00	-	-	-
Closing Balance	500.00	-	-	-
Other Comprehensive Income				
Re-measurement gain / (loss) on defined benefit plans				
Opening Balance	(0.17)	-	-	-
Transfer during the period / year	(0.32)	(0.17)	-	-
Closing Balance	(0.49)	(0.17)	-	-
Total Other Equity	823.83	110.98	0.62	0.28

The above statement should be read with basis of preparation, significant accounting policies and annexures forming part of the Restated Financial Information.

As per our report of even date

For Khandelwal Jain & Associates
Chartered Accountants
Firm Registration No: 139253W

Sd/-
R. G. Nahar
Partner
Membership No: 031177
Udin : 22031177BECUFA7547
Place : Pune
Date : 25-11-2022

For and on behalf of the Board of Directors of
PNGS Gargi Fashion Jewellery Limited
CIN: U36100PN2009PLC133691

Sd/-
Govind Gadgil
Director
DIN: 00616617
Place: Pune
Date : 25-11-2022

Sd/-
Amit Modak
Director
DIN: 00396631
Place: Pune
Date : 25-11-2022

Sd/-
Vishwas Honrao
Chief Financial Officer
Place: Pune
Date : 25-11-2022

Sd/-
Bhargavi Aphale
Company Secretary
Membership No. :A63292
Place:Pune
Date : 25-11-2022

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Annexure 6 - Property, Plant and Equipment

GROSS BLOCK

Particulars	Furniture & Fixtures	Office Equipments	Computers	Electrical Installations	Right - of - Use Asset (Building)	Total
As at March 31,2019	0.18	-	0.06	-	-	0.24
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31,2020	0.18	-	0.06	-	-	0.24
Additions	-	-	-	-	-	-
Disposals	0.18	-	-	-	-	0.18
As at March 31,2021	-	-	0.06	-	-	0.06
Additions	15.35	3.87	9.61	2.38	-	31.21
Disposals	-	-	-	-	-	-
As at March 31,2022	15.35	3.87	9.67	2.38	-	31.27
Additions	4.54	0.56	4.40	-	53.22	62.72
Disposals	-	-	-	-	-	-
As at Sep 30 ,2022	19.89	4.43	14.07	2.38	53.22	93.99

ACCUMULATED DEPRECIATION / AMORTISATION

Particulars	Furniture & Fixtures	Office Equipments	Computers	Electrical Installations	Right - of - Use Asset (Building)	Total
As at March 31,2019	0.14	-	0.06	-	-	0.20
Depreciation / Amortisation expense	0.02	-	-	-	-	0.02
Accumulated Depreciation / Amortisation on Disposals	-	-	-	-	-	-
As at March 31,2020	0.16	-	0.06	-	-	0.22
Depreciation / Amortisation expense	-	-	-	-	-	-
Accumulated Depreciation / Amortisation on Disposals	0.16	-	-	-	-	0.16
As at March 31,2021	-	-	0.06	-	-	0.06
Depreciation / Amortisation expense	0.58	0.24	1.03	0.04	-	1.89
Accumulated Depreciation / Amortisation on Disposals	-	-	-	-	-	-
As at March 31,2022	0.58	0.24	1.09	0.04	-	1.95
Depreciation / Amortisation expense	0.88	0.39	1.90	0.11	0.89	4.17
Accumulated Depreciation / Amortisation on Disposals	-	-	-	-	-	-
As at Sep 30 ,2022	1.46	0.63	2.99	0.15	0.89	6.12

NET BLOCK

Particulars	Furniture & Fixtures	Office Equipments	Computers	Electrical Installations	Right - of - Use Asset (Building)	Total
As at March 31,2020	0.02	-	-	-	-	0.02
As at March 31,2021	-	-	-	-	-	-
As at March 31,2022	14.77	3.63	8.58	2.54	-	29.32
As at Sep 30 ,2022	18.43	3.80	11.08	2.23	52.33	87.87

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Annexure 7 - Intangible Assets

Particulars	Computer software and Website	Trademarks	Design	Total
GROSS BLOCK				
As at March 31,2019				
Additions during the period	-	-	-	-
Disposals during the period	-	-	-	-
As at March 31,2020	-	-	-	-
Additions during the period	-	-	-	-
Disposals during the period	-	-	-	-
As at March 31,2021	-	-	-	-
Additions during the period	6.50	-	-	6.50
Disposals during the period	-	-	-	-
As at March 31,2022	6.50	-	-	6.50
Additions during the period	9.25	0.72	3.00	12.97
Disposals during the period	-	-	-	-
As at Sep 30 ,2022	15.75	0.72	3.00	19.47
AMORTIZATION				
As at March 31,2019	-	-	-	-
Amortization for the period	-	-	-	-
Amortization on disposals	-	-	-	-
As at March 31,2020	-	-	-	-
Amortization for the period	-	-	-	-
Amortization on disposals	-	-	-	-
As at March 31,2021	-	-	-	-
Amortization for the period	0.16	-	-	0.16
Amortization on disposals	-	-	-	-
As at March 31,2022	0.16	-	-	0.16
Amortization for the period	0.33	0.03	0.36	0.72
Amortization on disposals	-	-	-	-
As at Sep 30 ,2022	0.49	0.03	0.36	0.88
NET BLOCK				
As at March 31,2020	-	-	-	-
As at March 31,2021	-	-	-	-
As at March 31,2022	6.34	-	-	6.34
As at Sep 30 ,2022	15.26	0.69	2.64	18.59

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Annexure 8 - DEFERRED TAX ASSETS (NET)

(a) Net Deferred tax (Asset) / Liability:

The balance comprises temporary differences attributable to:

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Property, plant and equipment	1.01	0.45	-	-
Deferred Tax Liability	1.01	0.45	-	-
Gratuity	3.13	2.93	-	-
Others	-	-	-	-
Deferred Tax Asset	3.13	2.93	-	-
Deferred Tax (Asset) / Liability (net)	(2.12)	(2.48)	-	-

(b) Reconciliation of deferred tax (net):

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Opening Balance (Asset) / Liability	(2.48)			
Tax (income)/expense during the year recognised in OCI	0.46	(2.42)	-	-
	(0.11)	(0.06)	-	-
Closing balance (Asset) / Liability	(2.12)	(2.48)	-	-

Annexure 9 - INVENTORIES

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Stock in Trade*	935.00	682.00	-	-
Total Inventories	935.00	682.00	-	-

*valued at lower of cost and net realisable value on the basis of Retail method as per IND AS -2." Inventories"

Annexure 10 -TRADE RECEIVABLES

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Trade Receivables				
- Unsecured, considered good	4.04	0.69	0.60	0.68
Total Trade Receivables	4.04	0.69	0.60	0.68

(Refer Annexure 35 for Ageing schedule of Trade Receivables)

Annexure 11 -CASH AND CASH EQUIVALENTS

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Cash in hand	6.77	1.48	0.07	0.02
Balances with banks				
- in current accounts	130.06	61.07	1.82	2.06
Total Cash and Cash Equivalents	136.83	62.55	1.89	2.08

Annexure 12 - OTHER FINANCIAL ASSETS

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
CURRENT				
Other Receivables	0.02	9.21	-	-
Total Other Financial Assets	0.02	9.21	-	-

Annexure 13 - OTHER CURRENT ASSETS

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Advances to Staff	1.05	1.10	-	-
Advance to Creditors	10.76	9.14	-	-
Prepaid Expenses	1.05	1.63	-	-
Input Tax Credit (GST)	50.44	31.74	-	-
Mat Credit Entitlement	-	-	0.15	0.15
Total Other Current Assets	63.30	43.61	0.15	0.15

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Annexure 14 - EQUITY SHARE CAPITAL

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
EQUITY SHARE CAPITAL				
Authorized share capital				
1,00,00,000 (March 31,2022 : 1,00,00,000 , March 31,2021:10,000 March 31,2020 : 10,000) Equity shares of Rs 10 each	1000.00	1000.00	1.00	1.00
Issued, subscribed and fully paid up				
25,10,000 (March 31,2022 : 10,000 , March 31,2021:10,000 March 31,2020 : 10,000) Equity shares of Rs 10 each	251.00	1.00	1.00	1.00
a. Reconciliation of number of shares				
Authorized share capital				
Opening for the year /period (No's)	1,00,00,000	10,000	10,000	10,000
Closing for the year /period (No's)	1,00,00,000	1,00,00,000	10,000	10,000
Issued, subscribed and fully paid up				
Opening balance	10,000	10,000	10,000	10,000
Add: Issued during the year/ period (No's)	25,00,000	-	-	-
Less:Bought Back during the year/period (No's)	-	-	-	-
Closing balance	<u>25,10,000</u>	<u>10,000</u>	<u>10,000</u>	<u>10,000</u>

b. Terms and rights attached to equity shares

The company has only one class of equity shares having face value of Rs.10 per share . Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company , the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company had, issued 25,00,000 equity shares of face value of ₹10/- each on right basis ('Rights Equity Shares') to the Eligible Equity Shareholders at an issue price of ₹ 30 per Rights Equity Share (including premium of ₹20 per Rights Equity Share) in September,2022.

c. Details of shareholders holding more than 5% share in the Company (No. of shares)

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Govind Gadgil	11,12,497	4,997	-	-
Renu Gadgil	11,12,497	4,997	-	-
Shailesh Bhagaitkar	-	1	2,500	2,500
Vaishali Bhagaitkar	-	1	2,500	2,500
Vishwas Bokil	-	1	1,800	1,800
Smita Bokil	-	1	3,200	3,200

d. Details of shareholders holding more than 5% share in the Company (% shareholding)

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Govind Gadgil	44.32%	49.97%	-	-
Renu Gadgil	44.32%	49.97%	-	-
Shailesh Bhagaitkar	-	0.01%	25.00%	25.00%
Vaishali Bhagaitkar	-	0.01%	25.00%	25.00%
Vishwas Bokil	-	0.01%	18.00%	18.00%
Smita Bokil	-	0.01%	32.00%	32.00%

e. Shareholding of Promoters

Promoter name	As at Sep 2022		As at March 2022		As at March 2021		As at March 2020	
	No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares	No. of shares	% of total shares
Govind Gadgil	11,12,497.00	44.32%	4,997.00	49.97%	-	-	-	-
Renu Gadgil	11,12,497.00	44.32%	4,997.00	49.97%	-	-	-	-
Shailesh Bhagaitkar	-	-	-	-	2500	25.00%	2500	25.00%
Vaishali Bhagaitkar	-	-	-	-	2500	25.00%	2500	25.00%
Vishwas Bokil	-	-	-	-	1800	18.00%	1800	18.00%
Smita Bokil	-	-	-	-	3200	32.00%	3200	32.00%

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Annexure 15 - OTHER EQUITY

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
i. Retained earnings				
Opening balance	111.15	0.62	0.28	0.38
Restated profits for the year/period	213.17	110.53	0.35	(0.10)
Closing balance	324.32	111.15	0.62	0.28
ii. Securities Premium				
Opening balance				
Add : Premium on issue of right shares	500.00	-	-	-
Closing balance	500.00	-	-	-
iii. Other Comprehensive Income				
Re-measurement gain / (loss) on defined benefit plans				
Opening Balance	(0.17)	-	-	-
Transfer during the period	(0.32)	(0.17)	-	-
Closing balance	(0.49)	(0.17)	-	-
Total Other Equity	823.83	110.98	0.62	0.28

Annexure 16 - LEASE LIABILITY

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
NON CURRENT				
Opening Lease Liability	-	-	-	-
Add : Addition to lease liability during the period	53.22	-	-	-
Add : Interest Expense	0.31	-	-	-
Less : Lease Rent Paid	1.00	-	-	-
Total Lease Liability	52.53	-	-	-
Less: Current Maturities of lease Liability	11.49	-	-	-
Total Non Current Lease Liability	41.04	-	-	-

Annexure 17 - PROVISION

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Non-Current				
- for Gratuity	12.02	11.01	-	-
Total Long Term Provisions	12.02	11.01	-	-
Current				
- for Gratuity	0.44	0.39	-	-
Total Short Term Provisions	0.44	0.39	-	-

Annexure 18 - BORROWINGS

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
CURRENT				
Unsecured Loans from related parties*	-	531.28	0.36	0.36
Total Borrowings	-	531.28	0.36	0.36

*Unsecured Loans were repayable on demand and carried interest at the rate of 5.50%

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Annexure 19 - TRADE PAYABLES

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Trade payables*				
Total outstanding dues of micro enterprises and small enterprises	9.97	94.90	-	-
Total outstanding creditors other than micro and small enterprises	13.62	35.23	0.60	0.74
Total Trade Payables	23.59	130.13	0.60	0.74

* Refer Annexure no.47 on Outstanding dues to micro, small and medium enterprises under the Micro, Small and Medium Enterprises Development Act (MSMED), 2006.

(Refer Annexure no. 36 for Ageing schedule of Trade Payables)

Annexure 20 - OTHER FINANCIAL LIABILITIES

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Salary Payable	4.63	1.53	-	-
Other Payables*	20.69	20.30	-	-
Total Other Financial Liabilities	25.32	21.83	-	-

*Mainly includes liability for expenses

Annexure 21-OTHER CURRENT LIABILITIES

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Advance from Customers	3.95	3.43	-	-
Statutory dues payable	4.85	1.61	-	-
Total Other Current Liabilities	8.80	5.04	-	-

Annexure 22- PROVISIONS

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
(a) Provision for employee benefits(Refer Annexure No.17)	0.44	0.38	-	0.55
(b) Provision for expenses	21.97	5.10	-	-
Total Provisions	22.41	5.48	-	0.55

Annexure 23 - Current Tax Liabilities (net)

Particulars	As at Sep 30 ,2022	As at March 31,2022	As at March 31,2021	As at March 31,2020
Provision for Tax	68.29	40.12	0.06	-
Less: Advance Tax Paid	(40.00)	(20.00)	-	-
Less: TDS/TCS Receivable	(0.02)	(0.67)	-	-
Total Current Tax Liabilities	28.27	19.45	0.06	-

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Annexure 24-REVENUE FROM OPERATIONS

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Sale of Goods	1189.17	593.93	-	-
Sale of Services	-	-	0.60	-
Total Revenue from Operations	1189.17	593.93	0.60	-

Annexure 25-OTHER INCOME

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Interest on Advance to Employees	0.01	0.01	-	-
Profit on Sale of Asset	-	-	0.03	-
Total Other Income	0.01	0.01	0.03	-

Annexure 26-PURCHASE OF STOCK-IN-TRADE

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Purchase				
- of Traded Goods	867.38	1003.17	-	-
- Packaging Materials	13.76	22.89	-	-
Total Purchase of Stock- in -trade	881.14	1026.06	-	-

Annexure 27 - CHANGES IN INVENTORIES OF STOCK-IN -TRADE

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Inventories at the beginning of the period	682.00	-	-	-
Inventories at the end of the period	935.00	682.00	-	-
Net (increase) / decrease	(253.00)	(682.00)	-	-

Annexure 28 - EMPLOYEE BENEFIT EXPENSE

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Salaries and bonus	35.88	17.72	-	-
Contribution to provident fund and other funds	2.67	1.61	-	-
Staff welfare expenses	1.96	1.01	-	-
Gratuity expense	1.25	1.97	-	-
Leave Encashment	0.55	2.68	-	-
Total Employee benefit Expenses	42.31	25.00	-	-

Annexure 29 - FINANCE COST

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Interest expense				
- on borrowings	10.94	1.95	-	-
- on lease liability	0.31	-	-	-
Total Finance cost	11.25	1.95	-	-

Annexure 30 - DEPRECIATION AND AMORTISATION EXPENSE

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Depreciation on Tangible assets	3.29	1.89	-	-
Amortization on intangible assets	0.72	0.16	-	-
Amortization on Right -of-use-Lease Asset	0.89	-	-	-
Total Depreciation and Amortisation Expense	4.90	2.05	-	-

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Annexure 31 - OTHER EXPENSES

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Advertisement expenses	59.08	46.57	-	-
Legal and professional Fees	1.78	3.55	-	-
Electricity expenses	0.15	-	-	-
Facility Charges	16.98	-	-	-
Repairs and maintenance	4.46	0.84	-	-
Bank Commission & charges	0.01	0.03	0.01	0.00
Sales promotion	3.00	1.90	-	-
Freight and octroi charges	4.06	1.39	-	-
Communication expenses	1.50	0.16	-	-
Printing and Stationery	3.16	2.09	-	-
Subscription and Membership fees	0.06	0.28	-	-
Commission	115.03	0.19	-	-
Credit Card Commission	4.30	1.72	-	-
House Keeping	1.34	0.93	-	-
Travelling Expenses	1.13	0.15	-	-
Stamp duty & Roc Fees	-	10.82	-	-
Discount	0.19	-	-	-
Loss In Transit	0.06	-	-	-
Auditor's Remuneration	0.75	1.50	0.06	0.05
Filing Fees	-	-	0.03	0.01
Balances Written Off	-	-	0.13	-
Miscellaneous expenses	0.13	0.41	-	0.02
Total Other Expenses	217.17	72.51	0.22	0.08
Auditors remuneration				
- Statutory audit	0.75	1.50	0.06	0.05
	0.75	1.50	0.06	0.05

Annexure 32- INCOME TAX EXPENSE

(a) Income tax expense

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
In Restated Statement of Profit and Loss :				
Current income tax:				
Current income tax charge	71.78	40.27	0.06	-
Deferred tax:				
Relating to origination and reversal of temporary differences	0.46	(2.42)	-	-
Income tax expense reported in the Restated Statement of Profit and Loss	72.24	37.84	0.06	-
In Restated Other Comprehensive Income (OCI) :				
Deferred tax related to items recognised in Restated OCI during the period / year:				
Net loss/(gain) on actuarial gains and losses	(0.11)	(0.06)	-	-
Income tax charged to Restated OCI	(0.11)	(0.06)	-	-

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate:

Particulars	For the period ended Sep 30 ,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Accounting Profit before tax	285.41	148.37	0.41	-
Statutory Tax rate (%)	25.168%	25.168%	26.00%	-
Tax at statutory tax rate	71.83	37.34	0.11	-
Inadmissible as per Income Tax	-	2.72	-	-
Depreciation impact	(0.31)	(0.44)	-	-
Ind As adjustments	0.05	-	-	-
Provision for Gratuity	0.21	0.50	-	-
Other admissible expenses	-	-	(0.01)	-
Losses available for offsetting against taxable income	-	-	(0.08)	-
Relating to originating and reversal of temporary difference	0.46	(2.42)	-	-
MAT Credit of Previous Years Written off	-	0.15	-	-
Tax as per Normal income tax rate	72.24	37.84	0.02	-
Tax as per MAT @ 15.6 %	-	-	0.06	-
Tax expense recognised during the period / year(Higher of above)	72.24	37.84	0.06	-
Effective Tax Rate	25.31%	25.50%	15.65%	-

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Annexure No-33 EARNINGS PER EQUITY SHARE

Particulars	For Period ended Sep 30,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
Earnings per equity share :				
Profit after tax	213.17	110.53	0.35	(0.10)
Weighted average number of equity shares outstanding (No's)	2,42,240	10,000	10,000	10,000
Basic Earning Per Share (in ₹)	88.00	1105.30	3.46	-0.99
Diluted Earning Per Share (in ₹)	88.00	1105.30	3.46	-0.99

Annexure no-34 FINANCIAL RATIOS

Ratio	For Period ended Sep 30,2022	For the year ended March 31,2022	For the year ended March 31,2021	For the year ended March 31,2020
(a) Current Ratio	9.50	1.12	2.58	1.77
(b) Debt-Equity Ratio	NA	4.74	0.22	0.28
(c) Debt Service Coverage Ratio	NA	77.98	NA	NA
(d) Return on Equity Ratio	19.83%	98.70%	21.28%	-7.72%
(e) Inventory turnover ratio	0.67	0.50	NA	NA
(f) Trade Receivables turnover ratio	294.11	865.79	1.00	NA
(g) Trade payables turnover ratio	37.36	7.88	NA	NA
(h) Net capital turnover ratio	1.17	7.00	0.37	NA
(i) Net profit ratio	17.93%	18.61%	57.59%	NA
(j) Return on Capital employed	28.11%	23.69%	20.64%	-6.02%
(k) Return on investment	NA	NA	NA	NA

Notes:

- 1) In calculating the Debt Service Coverage Ratio, only interest paid is considered as loan is repayable on demand. Further ratio for September 2022 is not provided as there are no loan outstanding on that date.
- 2) The company started fashion jewellery business for the first time in the month of November 2021 therefore the previous year figures are not comparable. Therefore, Percentage change in Ratio and relevant reason for variance is not provided.

Ratio	Numerator	Denominator
(a) Current Ratio	Current Assets	Current Liabilities
(b) Debt-Equity Ratio	Total Debt	Shareholder's Funds
(c) Debt Service Coverage Ratio	Earnings available for Debt Services	Interest
(d) Return on Equity Ratio	Net Profit after Tax	Shareholder's Funds
(e) Inventory turnover ratio	Cost of Goods Sold	Inventory
(f) Trade Receivables turnover ratio	Revenue from Operations	Accounts Receivable
(g) Trade payables turnover ratio	Purchases	Accounts Payable
(h) Net capital turnover ratio	Turnover (Revenue from Operations)	Working Capital
(i) Net profit ratio	Net Profit after Tax	Revenue from Operations
(j) Return on Capital employed	Earning Before Interest and Taxes	Capital Employed
(k) Return on investment	Income generated from invested funds	Investments

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Annexure no-35 Ageing Schedule-Trade Receivables

Trade Receivables ageing schedule for the period ended 30/09/2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	3.40	0.64	-	-	-	4.04
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-

Trade Receivables ageing schedule for the period ended 31/03/2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	0.69	-	-	-	-	0.69
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-

Trade Receivables ageing schedule for the period ended 31/03/2021

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	0.60	-	-	-	-	0.60
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-

Trade Receivables ageing schedule for the period ended 31/03/2020

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	-	-	-	-	0.68	0.68
(ii) Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables — considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables — credit impaired	-	-	-	-	-	-

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Annexure no-36 Ageing Schedule-Trade Payables

Trade Payables ageing schedule for the period ended 30/09/2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	9.97	-	-	-	9.97
(ii) Others	13.62	-	-	-	13.62
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

Trade Payables ageing schedule for the period ended 31/03/2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	94.90	-	-	-	94.90
(ii) Others	34.68	0.06	-	0.49	35.23
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

Trade Payables ageing schedule for the period ended 31/03/2021

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	0.06	-	-	0.54	0.60
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

Trade Payables ageing schedule for the period ended 31/03/2020

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	0.06	-	0.05	0.63	0.74
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

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Annexures forming part of financial information (Annexure 37-47)

37. In the opinion of Board of Directors all assets other than fixed assets are at approximately of the value stated, if realized in the ordinary course of business. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.
38. There are no contingent liabilities to the company as at the balance sheet date, except as otherwise disclosed.
39. Commitment and Contingencies:

Commitments

The lease rentals charged during the period are as under:

Particulars	For the Period ended Sep 30,2022	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Lease rentals recognised during the period	1.00	-	-	-

Maturity Analysis of lease liability:

Particulars	Less than 1 Year	1-3 years	More than 3 years	Total
As at Sep 30, 2022	11.49	20.83	20.21	52.53
As at March 31, 2022	-	-	-	-
As at March 31, 2021	-	-	-	-
As at March 31, 2020	-	-	-	-

40. Defined benefit plans

Gratuity:

The Company has an unfunded defined benefit gratuity plan. The Company provides for gratuity for its employees as per Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years or more are eligible for gratuity. The amount of gratuity is payable on retirement/termination of the employee's last drawn basic salary per month multiplied for the completed number of years of service. The Company makes provision of such gratuity liability in the books of accounts on the basis of actuarial valuation as per the projected unit credit method.

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Risk analysis

- *Actuarial Risk*

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate assumption then the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate assumption then the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

- *Liquidity Risk*

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cash flows.

- *Market Risk*

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits and vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

- *Legislative Risk*

Legislative risk is the risk of increase in the plan liabilities due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

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The following table summarizes the components of net benefit expense recognised in the statement of profit and loss and the amounts recognised in the balance sheet for the gratuity plan:

Expense recognised in the Statement of Profit and Loss:

Particulars	For the Period ended Sep 30, 2022	For the year ended March 31, 2022
Current service cost	0.85	1.31
Net interest expense	0.40	0.66
Net benefit expense recognised in the Statement of Profit and Loss	1.25	1.97

Amount recognised in the Statement of Other Comprehensive Income (OCI):

Particulars	For the Period ended Sep 30,2022	For the year ended March 31,2022
Measurement during the period due to:		
Actuarial (gain) / loss arising from change in financial assumptions	(0.60)	-
Actuarial (gain) / loss arising from change in demographic assumptions	-	-
Actuarial (gain) / loss arising on account of experience changes	1.03	0.23
Total Re-measurement cost/(credit) for the period recognised in OCI	0.43	0.23

Changes in defined benefit obligation over the period are as follows:

Particulars	For the Period ended Sep 30,2022	For the year ended March 31, 2022
Fair value of defined benefit obligation at the beginning of the period	11.40	-
Transfer In/Out Obligation*	-	9.20
Current Service cost	0.85	1.31
Net interest expense	0.40	0.66
Benefits paid	(0.62)	-
Actuarial (gain) / loss arising from change in financial assumptions	(0.60)	-
Actuarial (gain) / loss arising on account of demographic assumption	-	-
Actuarial (gain) / loss arising on account of experience adjustments	1.03	0.23
Net value of defined benefit obligation at the end of the period	12.46	11.40

* **Note:** Transfer In/Out Obligation is on account of amount receivable from P N Gadgil and Sons Ltd for the obligation of employees as previous employer of employees of company as on 31.03.2022.

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The principal assumptions used in determining gratuity obligations for the Company’s plans are shown below:

Particulars	For the Period ended Sep 30,2022	For the year ended March 31, 2022
Discount rate	7.65%	7.25%
Salary escalation	8.00%	8.00%
Withdrawal Rates	5.00% p.a. at younger ages reducing to 2.00% p.a.% at older ages	5.00% p.a. at younger ages reducing to 2.00% p.a.% at older ages
Retirement age	55 Years	60 Years

The following payments are expected contribution to the defined benefit plan in future years:

Particulars	For the Period ended Sep 30,2022	For the year ended March 31, 2022
Current Liability	0.44	0.39
Non-Current Liability	12.02	11.01
Total Expected Payments	12.46	11.40

The weighted average duration of defined benefit plan obligation:

Particulars	For the Period ended Sep 30, 2022	For the year ended March 31, 2022
Weighted average duration of defined benefit plan obligation	12.46 years	12.71 years

Note: For the year ended 31.03.2021 and 31.03.2020 there were no employees in the company and hence no provision for gratuity was made.

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In compliance with Ind AS-24 – “Related Party Disclosures”, as notified under Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 the required disclosures are given in the table below:

A. Name of related parties: -

Key Managerial Personnel ('KMP')	Govind Vishwanath Gadgil (Director)
	Amit Yeshwant Modak (Director)
	Aditya Amit Modak (Director)
	Vishwas Vasant Bokil (Director upto 15th September,2022)
	Shailesh Sharad Bagaitkar (Director upto 15th September,2022)
	Bhargavi Pratish Aphale (Company Secretary appointed w.e.f. 1st October.2022)
	Vishwas Laxmikant Honrao (Chief Financial Officer appointed w.e.f. 1st October.2022)
	Sweta Ashish Khandelwal (Additional Independent Director appointed w.e.f. 3rd November,2022)
	Ashok Namdeo Gokhale (Additional Independent Director appointed w.e.f. 3rd November,2022)
	Ranjeet Sadashiv Natu (Additional Independent Director appointed w.e.f. 3rd November,2022)
	Prasad Prabhakar Ghodke (Manager appointed w.e.f. 3rd November,2022)
Relative of KMP	Renu Govind Gadgil
	Anjali Vishwanath Gadgil
	Vaishali Shailesh Bagaitkar (Relative upto 15th September,2022)
	Smita Vishwas Bokil (Relative upto 15th September,2022)
Enterprise over which KMP(s) or their relatives have control/significant influence	P N Gadgil and Sons Ltd.
	P. N. Gadgil Art & Culture Foundation
	Gadgil Metals & Commodities
	Bhide Gadgil Associates
	Puneet Shares & Finance Private Limited
	Shree Construction Company
	Bhide Gadgil Developers
	Govind Vishwanath Gadgil (HUF)

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B. Transactions with Related Party: -

Sr. No.	Nature of Transactions	For the Period ended Sep 30,2022	For the year ending March 31, 2022	For the year ending March 31, 2021	For the year ending March 31, 2020
I	Govind Vishwanath Gadgil				
	Repayment of Unsecured Loan	440.71	-	-	-
	Acceptance of Unsecured Loan	-	440.71	-	-
	Interest on Unsecured Loan	8.17	0.96	-	-
	Issue of Right Shares	332.25	-	-	-
	Closing Balance	-	-	-	-
	-Unsecured Loan	-	440.71	-	-
II	Renu Govind Gadgil				
	Repayment of Unsecured Loan	90.21	-	-	-
	Acceptance of Unsecured Loan	-	90.21	-	-
	Interest on Unsecured Loan	2.17	0.80	-	-
	Issue of Right Shares	332.25	-	-	-
	Rent and Maintenance Charges	2.50	-	-	-
	Closing Balance				
	-Unsecured Loan	-	90.21	-	-
III	Amit Yeshwant Modak				
	Issue of Right Shares	23.48	-	-	-
IV	Aditya Amit Modak				
	Issue of Right Shares	13.49	-	-	-
	Sales	0.01	-	-	-
V	Anjali Vishwanath Gadgil				
	Issue of Right Shares	14.27	-	-	-
VI	Vishwas Vasant Bokil				
	Repayment of Unsecured Loan	0.18	-	-	-
	Reimbursement of expense	0.15	-	-	-
	Professional fees	-	0.50	-	-
	Closing Balance:				
	Unsecured Loan	-	0.18	0.18	0.18
	Payable for Services	0.22	0.22	0.27	0.27

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Sr. No.	Nature of Transactions	For the Period ended Sep 30,2022	For the year ending March 31, 2022	For the year ending March 31, 2021	For the year ending March 31, 2020
VII	Shailesh Sharad Bagaitkar				
	Repayment of Unsecured Loan	0.18	-	-	-
	Closing Balance:				
	Unsecured Loan	-	0.18	0.18	0.18
	Payable for Services	0.27	0.27	0.27	0.27
VIII	P N Gadgil and Sons Ltd				
	Purchases	6.74	638.16	-	-
	Sales	10.63	2.53	-	-
	Reimbursement paid	1.51	1.23	-	-
	Reimbursement received	0.09	-	-	-
	Receivable for Gratuity Obligation	-	9.20	-	-
	Facility Charges	16.98	-	-	-
	Commission	113.52	-	-	-
	Collection of Sales Revenue for Company	45.66	-	-	-
	Collection of Sales Revenue by Company	10.70	-	-	-
	Closing Balance				
	- (Other Payables)/Other Receivables	(13.74)	8.09	-	-
IX	P. N. Gadgil Art & Culture Foundation				
	Collection of Sales Revenue by Company	9.61	-	-	-
	Closing Balance				
	- (Other Payables)/Other Receivables	(0.36)	-	-	-
X	Smita Bokil				
	Closing Balance Credit/ (Debit)				
	-Payable for services	-	-	-	0.28
XI	Vaishali Bagaitkar				
	Closing Balance Credit/ (Debit)				
	-Payable for services	-	-	-	0.28

Note - All arrangements/transaction entered into by the company with its related parties during the years were in the ordinary course of business and on an arm’s length basis.

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42. Segment Information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's Board of Directors (BOD), which has been identified as being the Chief Operating Decision Maker (CODM), to make decisions about resources to be allocated to the segments and assess their performance.

The Company is engaged in the business of trading costume jewelry, articles of silver and other articles. The CODM evaluates the Company's performance and allocates resources based on the analysis of the various performance indicator of the Company as a single unit. Therefore, there is no reportable segment for the Company as per the requirements of Ind AS 108 “Operating Segments”.

Information about geographical areas

The Company has operations only in India; hence there are no separately reportable geographical segments for the Company as per the requirements of Ind AS 108 – “Operating Segments”.

Information about major customers

There is no single customer or customer group who accounts for more than 10% of the total revenue of the Company.

43. Fair Value Measurement

Particulars	As at Sep 30, 2022		As at March 31, 2022		As at March 31, 2021		As at March 31, 2020	
	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost
Trade receivables	-	4.04	-	0.69	-	0.60	-	0.68
Other financial assets	-	0.02	-	9.21	-	-	-	-
Cash and cash equivalents	-	136.83	-	62.55	-	1.89	-	2.08
Other bank balance	-	-	-	-	-	-	-	-
Total Financial Assets	-	140.89	-	72.45	-	2.49	-	2.76

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Particulars	As at Sep 30, 2022		As at March 31, 2022		As at March 31, 2021		As at March 31,	
	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost	FVTPL	Amortised cost
Lease liability	-	52.53	-	-	-	-	-	-
Borrowings	-	-	-	531.28	-	0.36	-	0.36
Trade Payables	-	23.59	-	130.13	-	0.60	-	0.74
Other financial liabilities	-	25.32	-	21.83	-	-	-	-
Total Financial Liabilities	-	101.44	-	683.24	-	0.96	-	1.10

The management assessed that the fair value of cash and cash equivalents, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts, largely due to the short term nature of these balances.

The fair value of the financial assets and liabilities is the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The management assessed that the carrying amounts of its financial instruments are reasonable approximations of fair values.

Fair Value Hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

Level 1 - This hierarchy includes financial instruments measured using quoted prices.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the period. The Company's policy is to recognize transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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44. Financial Risk Management

The Company’s principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company’s operations and to provide guarantees to support its operations. The Company’s principal financial assets include loans given, investments, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company’s senior management oversees the management of these risks. The Company’s financial risk activities are governed by appropriate policies and procedures and financial risks are identified, measured and managed in accordance with the Company’s policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company’s Borrowings are primarily in fixed rate and hence, the Company is not significantly exposed to interest rate risk.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

The Company has no outstanding exposure as at reporting period.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institution and other financial instruments.

- *Trade receivables*

Customer credit risk is managed by the Company subject to the established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

An impairment analysis is performed at each reporting date on an individual basis for major clients. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

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Liquidity risk

The table below summarizes the maturity profile of the Company’s financial and other current liabilities based on contractual undiscounted payments:

Particulars	On Demand	Within 1 year	1-5 years	Total
As at Sep 30, 2022				
Lease liability	-	11.49	41.04	52.53
Borrowings	-	-	-	-
Trade and Other Payables	23.59	-	-	23.59
Other Financial Liabilities	25.32	-	-	25.33
Other Current Liabilities	8.80	-	-	8.80
Total	57.71	11.49	41.04	110.24
As at March 31, 2022				
Borrowings	531.28	-	-	531.28
Trade and Other Payables	130.13	-	-	130.13
Other Financial Liabilities	21.83	-	-	21.83
Other Current Liabilities	5.04	-	-	5.04
Total	688.28	-	-	688.28
As at March 31, 2021				
Borrowings	0.36	-	-	0.36
Trade and Other Payables	0.60	-	-	0.60
Other Financial Liabilities	-	-	-	-
Other Current Liabilities	-	-	-	-
Total	0.96	-	-	0.96
Particulars	On Demand	Within 1 year	1-5 years	Total
As at March 31, 2020				
Borrowings	0.36	-	-	0.36
Trade and Other Payables	0.74	-	-	0.74
Other Financial Liabilities	-	-	-	-
Other Current Liabilities	-	-	-	-
Total	1.10	-	-	1.10

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45. Capital Management

For the purpose of the Company’s capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company’s capital management is to ensure that it maintains a strong credit rating in order to support its business activities and maximize brand value.

The Company manages its capital and makes adjustments to it in light of the changes in economic and market conditions.

Gearing Ratio

Particulars	As at Sep 30, 2022	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Long Term Borrowings	-	-	-	-
Short term Borrowings	-	531.28	0.36	0.36
Less: Cash & Cash equivalents	-	(62.55)	(1.89)	(2.08)
Net Debt (A)	-	468.73	(1.53)	(1.72)
Share Capital	-	1.00	1.00	1.00
Other Equity	-	110.98	0.62	0.28
Total Equity (B)	-	111.98	1.62	1.28
Gearing Ratio(A/B)	-	4.19	(0.94)	(1.34)

Note : Gearing ratio is not provided as at Sep 30,2022 because there are no borrowings as on Sep 30,2022.

46. Events subsequent to September 30, 2022:

- The status of company was changed from a Private Limited Company to Public Limited Company and the name of the company has changed from PNGS Gargi Fashion Jewellery Private Limited to PNGS Gargi Fashion Jewellery Limited w.e.f November 02, 2022.
- The Board of our Company has approved bonus issue of equity shares in the ratio 180:100 in the board meeting held on November 03, 2022.
- The members of our Company approved proposal of Board of Directors for bonus issue of equity shares in the ratio 180:100 in the EGM held on November 07, 2022.

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47. The Company has amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006, [MSMED Act]. The disclosure pursuant to the said Act is as under:

Particulars	As at Sep 30, 2022	As at March 31, 2022	As at March 31, 2020	As at March 31, 2020
Dues remaining unpaid to any supplier				
Principal –	9.97	94.90	-	-
Interest on the above -	-	-	-	-
Amount of interest paid in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-	-	-
Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-	-	-
Amount of interest accrued and remaining unpaid	-	-	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006	-	-	-	-

As per our report of even date,

For Khandelwal Jain and Associates

Chartered Accountants

Firm Registration No: 139253W

Sd/-

R. G. Nahar
Partner

Membership No. 031177

UDIN: 22031177BECUFA7547

Date: 25-11-2022

Place: Pune

For and on behalf of the Board of Directors of

PNGS Gargi Fashion Jewellery Ltd

CIN: U36911PN2017PLC173262

Sd/-

Govind Gadgil
Director

DIN: 00616617

Place: Pune

Date: 25-11-2022

Sd/-

Amit Modak
Director

DIN: 00396631

Place: Pune

Date: 25-11-2022

Sd/-

Vishwas Honrao
Chief Financial Officer

Place: Pune

Date: 25-11-2022

Sd/-

Bhargavi Aphale
Company Secretary

Membership No. :A63292

Place: Pune

Date: 25-11-2022

FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on date of this Prospectus:

Details of Secured Borrowings

Name of Lender	Sanction Date	Nature of the Facility	Amount Sanctioned (₹ In Lakhs)	Terms and conditions
ICICI Bank Limited	November 07, 2022	Cash Credit	800.00	Refer Note 1
ICICI Bank Limited	November 07, 2022	Term Loan	200.00	Refer Note 2

Note 1:

Details of Terms and Conditions for Cash Credit facilities sanctioned: -

(Rs. In lakhs)

Sr. No	Credit Facility	Currency	Limits (In Lakhs)	Interest Rate	Margin	Tenor/ validity up to	Security
1.	Cash Credit	INR	800.00	The rate of interest stipulated by ICICI Bank shall be sum of I-MCLR-6M and "Spread" per annum, subject to a minimum of I-MCLR-6M, plus applicable statutory levy, if any, on the principal amount of the loan remains outstanding each day. As on date the I-MCLR-6M is 8.25% and Spread is 2.3%.	Uniform margin of 25% against all components of inventory and Cover period: 90 days Margin: 25% for book debt	November 02, 2023	Current Asset- Receivables and Inventory and personal guarantee of Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil
Total Limits			800.00				

Note 2:

Details of Terms and Conditions for Term Loan facilities sanctioned: -

(Rs. In lakhs)

Sr. No	Credit Facility	Currency	Limits (In Lakhs)	Interest Rate	Tenor/ validity up to	Repayment	Security
1.	Term Loan	INR	200.00	The rate of interest for each drawal of facility will be stipulated by ICICI Bank at the time of disbursement of each drawal, which shall be sum of I-MCLR-1Y+ "Spread" per annum, subject to minimum of I-MCLR-1Y, plus applicable statutory levy, if any. As on date the I-MCLR-1Y is 8.30% and Spread is 2.0%.	12 months from date of sanction	The principal amount of the facility shall be repaid in 8 equal quarterly instalments or As may be revised pursuant to the transaction documents. Repayment to start from the last day of the next month of disbursement.	Machineries or movable assets to be purchased from this term loan and personal guarantee of Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil
Total Limits			200.00				

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as derived from the Restated Financial Statements, are given below:

(₹ in Lakhs, unless otherwise stated)

Particulars	As at September 30, 2022	As at 31st March		
		2022	2021	2020
Net Worth (A)	1,072.71	109.50	1.62	1.28
EBITDA	301.56	152.37	0.41	(0.08)
Restated PAT as per P&L Account	213.17	110.53	0.35	(0.10)
Less: Prior period Item	-	-	-	-
Adjusted Profit after Tax (B)	213.17	110.53	0.35	(0.10)
Weighted Average Number of Equity Shares at the time of end of the year (D) (Pre-Bonus)	2,42,240	10,000	10,000	10,000
Weighted Average Number of Equity Shares at the time of end of the year (E) (Post Bonus)	47,60,243	18,000	18,000	18,000
Current Assets (F)	1,139.19	798.06	2.64	2.91
Current Liabilities (G)	119.88	713.21	1.02	1.65
Face Value per share (₹)	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Pre-Bonus) (B/D) (₹)	88.00	1,105.30	3.46	(0.99)
Restated Basic and Diluted Earnings Per Share (Post Bonus) (B/E) (₹)	4.48	394.75	1.23	(0.35)
Return on Net Worth (%) (B/A)	19.87	100.94	21.28	(7.72)
Net asset value per share – Pre-Bonus (A/D) (₹)	442.83	1095.04	16.24	12.78
Net asset value per share - Post Bonus (A/E) (₹)	22.53	391.09	5.80	4.56
Current Ratio (F/G)	9.50	1.12	2.58	1.77

Notes:

1. Net Worth = Restated Equity Share Capital plus Other Equity minus Deferred Tax Assets
2. Earnings per share (Basic & diluted) = Restated profit for the period divided by Restated weighted average number of Equity Shares outstanding during the period
3. Net Asset Value per Equity Share = Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period
4. Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
5. Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. Further, number of shares are after considering impact of the bonus shares issued on November 25, 2022
6. Our Company had issued Rights Equity Shares on September 15, 2022 and bonus equity shares post the balance sheet date of September 30, 2022.
7. The figures disclosed above are based on the Restated Financial Statements of the Company.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation derived from our Restated Financial Statements as at September 30, 2022, and as adjusted for the Issue. This table should be read in conjunction with “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, “*Restated Financial Information*” and “*Risk Factors*” on pages 132, 128, and 23, respectively of this Prospectus.

Particulars	Pre-Issue 30.09.2022	Post Issue
Total Borrowings		
Long Term Borrowings		
Short term Borrowings	-	
Less: Cash & Cash equivalents	-	
Net Debt (A)	-	
Share Capital		-
Other Equity		
Total Equity (B)	-	
Ratio: Long Term Debt/Equity	-	
Ratio: Total Debt/Equity	-	
Notes:		
1. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 30/09/2022		
2. Ratio is not provided as at Sep 30, 2022 and post issue because there are no borrowings as on Sep 30, 2022.		

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for Fiscal Years 2022, 2021, and 2020 and for the period ending on September 30, 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 128 of this Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note. Our financial statements are prepared in accordance with Ind AS.

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Prospectus. You should also read the section titled "Risk Factors" beginning on page 23 of this Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to PNGS Gargi Fashion Jewellery Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for the period ended on September 30, 2022 and Financial Years 2022, 2021, and 2020 included in this Prospectus beginning on page 128 of this Prospectus.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

BUSINESS OVERVIEW

We are engaged in the retail business of costume and fashion jewellery under the brand name "Gargi by P. N. Gadgil & Sons" launched in 2021 under the artificial jewellery segment. We deal in 92.5% certified sterling silver jewellery and brass jewellery, idols and other silverware and related gift items. We offer a wide range of products from artificial jewellery segment for special occasions such as weddings and festivals to daily-wear jewellery for all ages, genders and across various price points.

For further details, please refer chapter titled "Our Business" on page 89 of this Prospectus.

For the period ended September 30, 2022 and the financial year ended March 31, 2022, 2021 and 2020, our revenue from operations was ₹1,189.17 Lakhs, ₹593.93 Lakhs, ₹0.60 Lakhs and Nil, respectively. Our EBITDA for period ended September 30, 2022 and for the financial year ended March 31, 2022, 2021 and 2020 was ₹301.56 Lakhs, ₹152.37 Lakhs, ₹0.41 lakhs and ₹ (0.08) Lakhs, respectively, while our profit after tax the period ended September 30, 2022 and for the financial year ended March 31, 2022, 2021 and 2020 was ₹213.17 Lakhs, ₹110.53 Lakhs, ₹0.35 Lakhs and ₹ (0.10) Lakhs, respectively.

SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2022

In the opinion of the Board of Directors of our Company, since September 30, 2022, 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.

1. The Board of our Company has approved bonus issue of equity shares in the ratio 180:100 in the board meeting held on November 03, 2022.
2. The members of our Company approved proposal of Board of Directors for bonus issue of equity shares in the ratio 180:100 in the EGM held on November 07, 2022.
3. The status of our Company changed to Public Limited and the name of our Company was changed to "PNGS Gargi Fashion Jewellery Limited" vide Special Resolution passed by the Shareholders at the Extra-Ordinary General Meeting of our Company held on September 26, 2022. The fresh Certificate of Incorporation consequent to conversion was issued on November 02, 2022 by the Registrar of Companies, Pune. The Corporate Identification Number of our Company is U36100PN2009PLC133691.

4. The Board of our Company has approved to raise funds through Initial Public Offering in the board meeting held on November 03, 2022.
5. The members of our Company approved proposal of Board of Directors to raise funds through initial public offering in the EGM held on November 07, 2022.
6. The bonus issue of equity shares in the ratio 180:100 was allotted in the board meeting held on November 25, 2022.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subject to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” on page 23 beginning of this Prospectus.

Our Company’s future results of operations could be affected potentially by the following factors:

- Brand image and changing consumer preference;
- Our failure to keep pace with rapid changes in technology;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to successfully execute our growth strategies;
- Competition and price cutting from existing and new entrants;
- General economic and market conditions; and
- Change in laws, government policies and regulations that apply to the industry in which our Company operate;

SIGNIFICANT ACCOUNTING POLICIES

Our significant accounting policies are described in the section entitled “*Restated Financial Statements*” on page 128 of this Prospectus.

COMPONENTS OF INCOME AND EXPENDITURE

Total Revenue

Our total revenue is divided into revenue from operations and other income. Revenue from operations consists revenue from generated from the retail business of costume and fashion jewellery, articles of silver and other articles.

Our other income consists of interest on advances to employees and profit on sale of asset.

Total Expenses

Our total expenses comprise of purchases of stock in trade, changes in inventories of stock-in -trade, employee benefits expenses, finance costs, depreciation and amortization expenses, and other expenses.

Purchases of Stock in Trade

Purchase of Stock in Trade comprises of purchases of costume jewellery, articles of silver and other articles.

Employee benefits expenses

Employee benefit expenses comprises of (i) Salaries and bonus, (ii) Contribution to provident fund and other funds, (iii) Staff welfare expenses (iv) Gratuity expense and (v) Leave encashment.

Finance costs

Finance cost includes interest expense on borrowings and on lease liability.

Depreciation and Amortization Expenses

Depreciation and amortization expenses primarily include depreciation expenses on our tangible assets, amortization of intangible assets and amortization on Right to use Lease Asset.

Other Expenses

Other expenses majorly comprise of advertisement expenses, space facility charges, repairs and maintenance, freight and octroi charges, commission and auditor's remuneration.

RESULTS OF OPERATIONS

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020:

(₹ in Lakhs)

Particulars	For the period ended on September 30, 2022	% of Total Revenue	For the Year ended on March 31, 2022	% of Total Revenue	For the Year ended on March 31, 2021	% of Total Revenue	For the Year ended on March 31, 2020	% of Total Revenue
Revenue:								
Revenue from Operations	1,189.17	100.00	593.93	100.00	0.60	95.24	-	-
Other income	0.01	-	0.01	-	0.03	4.76	-	-
Total revenue	1,189.18	100.00	593.94	100.00	0.63	100.00	-	-
Expenses:								
Purchase of Stock-in-Trade	881.14	74.10	1,026.06	172.75	-	-	-	-
Changes in inventories of Stock-in -Trade	(253.00)	(21.28)	(682.00)	(114.83)	-	-	-	-
Employees Benefit Expenses	42.31	3.56	25.00	4.21	-	-	-	-
Finance Costs	11.25	0.95	1.95	0.33	-	-	-	-
Depreciation and Amortization	4.90	0.41	2.05	0.35	-	-	0.02	0.00
Other expenses	217.17	18.26	72.51	12.21	0.22	34.92	0.08	0.00
Total Expenses	903.77	76.00	445.57	75.02	0.22	34.92	0.10	0.00
Profit before tax	285.41	24.00	148.37	24.98	0.41	65.08	(0.10)	0.00
Tax expense:								
Current tax	71.78	6.04	40.11	6.75	0.06	9.52	-	-
Previous Year's tax	-	-	0.15	0.03	-	-	-	-
Deferred Tax	0.46	0.04	(2.42)	(0.41)	-	-	-	-
Profit/ (Loss) for the period from continuing operations	213.17	17.93	110.53	18.61	0.35	55.56	(0.10)	0.00

REVIEW OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 30, 2022

Income

Revenue from Operations

The total income from operations for the period ended on September 30, 2022 was ₹1,189.17 Lakhs which is about 100.00% of the total revenue.

Other Income

Other income for the period ended September 30, 2022 was ₹0.01 Lakhs which is negligible of the total revenue, total other income comprises of interest on Advances to Employees.

Expenditure

Purchases of Stock in Trade

Our purchases of stock in trade for the period ended September 30, 2022 was ₹881.14 Lakhs which is about 74.10% of total revenue comprising of purchase of Traded Goods and Packaging Materials.

Changes in inventories of Stock-in -Trade

Our Changes in inventories of Stock-in -Trade for the period ended September 30, 2022 was ₹ (253.00) Lakhs which is about 21.28% of total revenue.

Employee Benefit Expenses

The Employee Benefit Expenses for the period ended on September 30, 2022 was ₹42.31 Lakhs which is 3.56% of the total revenue comprising of Salaries and bonus of ₹35.88 Lakhs, Contribution to provident fund and other funds ₹2.67 Lakhs, Staff welfare expenses of ₹1.96 Lakhs, Gratuity expense of ₹1.25 Lakhs and Leave Encashment of ₹0.55 Lakhs.

Finance Costs

Finance cost for the period ended September 30, 2022 is ₹11.25 Lakhs which is about 0.95% of the total revenue comprising of interest expenses on borrowings and on lease liability.

Depreciation and Amortization Expenses

Depreciation and Amortization for the period ended on September 30, 2022 was ₹4.90 Lakhs which is 0.41% of the total revenue consisting depreciation on Tangible Assets for ₹3.29 Lakhs, amortization of intangible assets for ₹0.72 Lakhs and amortization on Right to use Lease Asset for ₹0.89 Lakhs.

Other Expenses

Other Expenses for the period ended on September 30, 2022 was ₹217.17 Lakhs which is 18.26% of the total revenue majorly comprising of advertisement expenses of ₹59.08 Lakhs, Facility Charges of ₹16.98 Lakhs, Repairs and maintenance of ₹4.46 Lakhs, Freight and octroi charges of ₹4.06 Lakhs and Commission of ₹115.03 Lakhs.

Profit before Tax

Profit before tax for the period ended on September 30, 2022 amounted to ₹285.41 Lakhs which is 24.00% of total revenue.

Tax Expenses

Tax expenses for the period ended on September 30, 2022 amounted to ₹72.24 Lakhs which is 6.07% of total revenue. Total tax comprises of current tax of ₹71.78 Lakhs and Deferred Tax of ₹0.46 Lakhs.

Profit after Tax

Profit after tax for the period ended on September 30, 2022 amounted to ₹213.17 Lakhs which is 17.93% of total revenue.

COMPARISON OF FINANCIAL YEAR ENDED 2022 TO FINANCIAL YEAR ENDED 2021

Since our business operations commenced from December 2021 onwards, comparison of Financial Year ended 2022 to Financial Year ended 2021 is not feasible.

COMPARISON OF FINANCIAL YEAR ENDED 2021 TO FINANCIAL YEAR ENDED 2020

Since our business operations commenced from December 2021 onwards and there was no revenue from operations generated in 2020, comparison of Financial Year ended 2021 to Financial Year ended 2020 is not feasible.

OTHER KEY RATIOS

The table below summarizes key ratios in our Restated Financial Statements for the period ended September 30, 2022 and for the financial years ended March 31, 2022, 2021 and 2020:

Particulars	For the period ended September 30, 2022	For the Financial Year ended		
		2022	2021	2020
Fixed Assets Turnover Ratio	13.53	20.26	-	-
Current Ratio	9.50	1.12	2.58	1.77
Debt-Equity Ratio	-	4.74	0.22	0.28

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets based on Restated Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Financial Statements.

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 Restated Financial Statements.

CASH FLOWS

The table below is our cash flows for the period ended on September 30, 2022 and for the financial years March 31, 2022, 2021 and 2020:

(₹ in Lakhs)

Particulars	For the period ended on September 30, 2022	For the financial year ended on		
		2022	2021	2020
Net cash (used)/from operating activities	(110.72)	(430.60)	(0.24)	(0.02)
Net cash (used)/from investing activities	(22.47)	(37.71)	0.05	-
Net cash (used)/from financing activities	207.47	528.97	-	-
Cash and Cash equivalents at the beginning of the year	62.55	1.89	2.08	2.10
Cash and Cash equivalents at the end of the year	136.83	62.55	1.89	2.08

Cash Flows from Operating Activities

For the period ended on September 30, 2022

Our net cash used in operating activities was ₹110.72 Lakhs for the period ended September 30, 2022. Our operating profit before working capital changes was ₹301.56 Lakhs for the period ended September 30, 2022 which was primarily adjusted against income tax of ₹63.00 Lakhs, decrease in trade payables by ₹106.55 Lakhs, increase in provisions by ₹17.94 Lakhs, increase in other current liabilities by ₹3.38 Lakhs, increase in other financial liabilities by ₹2.81 Lakhs, increase in inventory by ₹253.00 Lakhs and increase in trade receivables by ₹3.36 Lakhs, decrease in other financial assets by ₹9.19 Lakhs and increase in other current assets by ₹19.69 Lakhs.

For the year ended on March 31, 2022

Our net cash used in operating activities was ₹430.60 Lakhs for the financial year ended March 31, 2022. Our operating profit before working capital changes was ₹152.37 Lakhs for the financial year ended March 31, 2022 which was primarily adjusted against income tax of ₹20.73 Lakhs, increase in trade payables by ₹129.54 Lakhs, increase in provisions by ₹16.26 Lakhs, increase in other current liabilities by ₹5.04 Lakhs, increase in other financial liabilities by ₹21.82 Lakhs, increase in inventory by ₹682.00 Lakhs and increase in trade receivable by ₹0.09 Lakhs, increase in other financial assets by ₹9.20 Lakhs and increase in other current assets by ₹43.63 Lakhs.

For the year ended on March 31, 2021

Our net cash used in operating activities was ₹0.24 Lakhs for the financial year ended March 31, 2021. Our operating profit before working capital changes was ₹0.51 Lakhs for the financial year ended March 31, 2021 which was primarily adjusted against decrease in trade payables by ₹0.14 Lakhs, decrease in provisions by ₹0.55 Lakhs, increase in trade receivables by ₹0.06 Lakhs.

For the year ended on March 31, 2020

Our net cash used in operating activities was ₹0.02 Lakhs for the financial year ended March 31, 2020. Our operating loss before working capital changes was ₹0.08 Lakhs for the financial year ended March 31, 2020 which was primarily adjusted against increase in trade payables by ₹0.06 Lakhs.

Cash Flows from Investing Activities

For the period ended on September 30, 2022

Net cash flow used in investing activities for the period ended on September 30, 2022 was ₹22.47 Lakhs. This was primarily on account of investment made of ₹9.50 Lakhs in purchase of property, plant and equipment and of ₹12.97 Lakhs in purchase of intangible assets.

For the year ended on March 31, 2022

Net cash flow used in investing activities for the year ended March 31, 2022 was ₹37.71 Lakhs. This was primarily on account of investment made of ₹31.21 Lakhs in purchase of property, plant and equipment and of ₹6.50 Lakhs in purchase of intangible assets.

For the year ended on March 31, 2021

Net cash flow from investing activities for the year ended March 31, 2021 was ₹0.05 Lakhs. This was primarily on account of sale of property, plant and equipment of ₹0.05 Lakhs.

For the year ended on March 31, 2020

Net cash flow from investing activities for the year ended March 31, 2020 was ₹Nil.

Cash Flows from Financing Activities

For the period ended on September 30, 2022

Net cash flow from financing activities for the period ended on September 30, 2022 was ₹207.47 Lakhs. This was primarily on account of proceeds from issue of shares of ₹750.00 Lakhs, repayment of current borrowings of ₹531.28 Lakhs and finance costs of ₹11.25 Lakhs.

For the year ended March 31, 2022

Net cash flow from financing activities for the year ended March 31, 2022 was ₹528.97 Lakhs. This was primarily on account of disbursement of current borrowings of ₹530.92 Lakhs and finance costs of ₹1.95 Lakhs.

For the year ended March 31, 2021

Net cash flow from financing activities for the year ended March 31, 2021 was ₹Nil.

For the year ended March 31, 2020

Net cash flow from financing activities for the year ended March 31, 2020 was ₹ Nil.

RELATED PARTY TRANSACTIONS

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relate to remuneration, salary, commission and Issue of Equity Shares. For further details of related parties kindly refer chapter titled “Restated Financial Statements” beginning on page 128 of this 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.

QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

There are no qualifications in the audit report that require adjustments in the Restated Financial Statements.

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Credit Risk

Credit risk is the risk of financial loss to the Company, if a customer or the counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and from its investing activities, including deposits with banks. The carrying amounts of financial assets represent the maximum credit risk exposure.

Liquidity Risk

Liquidity risk is the risk that the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Our Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. We believe that our working capital is sufficient to meet our current requirements.

Market Risks

We are exposed to various types of market risks during the normal course of business. Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: price risk, currency risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Effect of Inflation

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

OTHER MATTERS

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 "*Restated Financial Statements*" beginning on page 128 of this 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.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

Unusual or infrequent events or transactions

Except as described in this Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered "unusual" or "infrequent".

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled "*Risk Factors*" beginning on page 23 of this Prospectus.

Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the section titled "*Risk Factors*" and chapter titled "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*", beginning on page 23 and 132 of this Prospectus respectively 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 relationship between Costs and Income

Other than as described in the section titled “*Risk Factors*” beginning on page 23 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Changes in revenue in the last three financial years are as explained in the part “*Financial Year 2021-22 compared with financial year 2020-21 and Financial Year 2020-21 Compared with Financial Year 2019-20*” above.

Any significant dependence on a single or few suppliers or customers.

There is no significant dependence on a single or few suppliers or customers.

Status of any publicly announced new products or business segments

Please refer to the chapter titled “*Our Business*” beginning on page 89 of this Prospectus for new products or business segments.

The extent to which the business is seasonal

Our business is not seasonal in nature.

Competitive Conditions

We face competition from various domestic and other players in the market. Most of our competitors in the regional level are from the unorganized sector of the industry. We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way. Some of our competitors have greater financial, marketing, sales and other resources than we do. However, we expect that our commitment to quality, past record of timely execution and transparency will provide us with an edge over our competitors. Further we believe that our competition also depends on several factors which include changing business framework, competitive price, established relationship with suppliers, brand recognition etc. 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 section titled “*Risk Factors*” beginning on page 23 of this Prospectus.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoters or Group Companies; (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoters or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoters or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Prospectus; (ix) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Prospectus; (x) pending litigations involving our Company, Directors, Promoters, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI ICDR Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI ICDR Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Prospectus:

- a) All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, or Group Companies, as the case may be shall be deemed to be material;*
- b) All pending litigation involving our Company, Promoters, Directors, or Group Companies as the case may be, other than criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' (a) the monetary amount of claim by or against the entity or person in any such pending matter(s) is in excess of 10% of the total revenue of the Company for the most recent audited fiscal period; or (b) where the monetary liability is not quantifiable, each such case involving our Company, Promoters, Directors, or Group Companies, whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at www.gargibypng.com;*
- c) Notices received by our Company, Promoters, Directors, or Group Companies, as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoters / Group Companies, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS, SUBSIDIARIES AND GROUP COMPANIES

PART 1: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. CASES FILED BY OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 2: LITIGATION RELATING TO OUR DIRECTORS AND PROMOTERS OF THE COMPANY

A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax:

NIL

Direct Tax:

Govind Gadgil (Promoter cum Director)

For A.Y. 2017-18

As per details available on the website of the Income Tax Department Mr. Govind Vishwanath Gadgil (hereinafter referred to as the "Assessee") have been issued with an assessment order bearing no. ITBA/AST/S/143(3)/2019-

20/1022303733(1) dated 13.12.2019 passed u/s. 143(3) of the Income Tax Act, 1961 (the Act) by Circle 12, Pune vide which a demand of **Rs. 17,14,421/- for the A.Y. 2017-18** had been raised and the same is pending under appeal with the commissioner of Income Tax (Appeals), Pune vide appeal no. CIT(A), Pune-5/10595/2019-20. Further a notice u/s. 274 read with Section 270A of the Act, bearing reference no. ITBA/PNL/F/270A/2021-22/1032736327(1) dated 30/04/2021 have been issued against the assessee requiring the assessee to show cause as to why an order imposing penalty u/s. 270A of the Act, not be passed against the assessee. Both the Matters are pending.

For A.Y. 2020-21

As per details available on the website of the Income Tax Department Mr. Govind Vishwanath Gadgil (hereinafter referred to as the “Assessee”) have been issued with a notice u/s. 274 read with Section 270A of the Act, bearing reference no. ITBA/PNL/F/270A/2022-23/1045822822(1) dated 22/09/2022 requiring the assessee to show cause as to why an order imposing penalty u/s. 270A of the Act, not be passed against the assessee and the same is pending.

Other notices and their status:

Notice number and Date	Section	Assessment Year	Current Status	Amount Involved if any
CPC/1617/G5/1636656512 Dtd. 02.02.2017	139(9)	2016-17	Invalid return as per Section 139(9)	--
CPC/1516/G5/1544786208 dtd. 04.03.2016	139(9)	2015-16	ITR transferred to Jurisdiction AO	--

Renu Govind Gadgil (Promoter)

For A.Y. 2017-18

As per details available on the website of the Income Tax Department Ms. Renu Govind Gadgil (hereinafter referred to as the “Assessee”) have been issued with an assessment order bearing no. ITBA/AST/S/143(3)/2019-20/1020566910(1) dated 16.11.2019 passed u/s. 143(3) of the Income Tax Act, 1961 (the Act) by Circle 12, Pune vide which a demand of **Rs. 12,68,280/- for the A.Y. 2017-18** had been raised and the same is pending under appeal with the commissioner of Income Tax (Appeals), Pune vide appeal no. CIT(A), Pune-5/10594/2019-20. Further a notice u/s. 274 read with Section 270A of the Act, bearing reference no. ITBA/PNL/S/270A/2019-20/1026786698 dated 19.03.2020 have been issued against the assessee requiring the assessee to show cause as to why an order imposing penalty u/s. 270A of the Act, not be passed against the assessee. Both the Matters are pending.

For A.Y. 2020-21

As per details available on the website of the Income Tax Department Ms. Renu Govind Gadgil (hereinafter referred to as the “Assessee”) have been issued with a notice u/s. 143(3) of the Income Tax Act, 1961 (the Act) bearing demand reference no. 2022202037096776765T dated 03.08.2022 raising a demand of **Rs. 78,130/- for the A.Y. 2020-21** and the same is pending for payment. Further a notice u/s. 274 read with Section 270A of the Act, bearing reference no. ITBA/PNL/S/270A/2022-23/1044444539(1) dated 03.08.2022 have been issued against the assessee requiring the assessee to show cause as to why an order imposing penalty u/s. 270A of the Act, not be passed against the assessee. Both the Matters are pending.

For A.Y. 2021-22

As per details available on the website of the Income Tax Department Ms. Renu Govind Gadgil (hereinafter referred to as the “Assessee”) have been issued with a notice u/s. 143(1)(b) of the Income Tax Act, 1961 (the Act) bearing demand reference no. 2022202137070495535T dated 27.05.2022 raising a demand of **Rs. 6,80,630/- in addition to an interest of Rs. 40,836 for the A.Y. 2021-22** and the same is pending for payment.

Other notices and status:

Notice number and Date	Section	Assessment Year	Current Status	Amount Involved if any
ITBA/COM/F/17/2021-22/1034505450(1) Dated 29.07.2021	--	2018-19	Pending	Rs. 28,160/-

Notice number and Date	Section	Assessment Year	Current Status	Amount Involved if any
ITBA/COM/F/17/2021-22/1036451836(1) Dated: 18.10.2021	--	2018-19	Pending	--
CPC/1920/G5/2009861590 dated 28.10.2020	139(9)	2019-20	Pending	--
CPC/1415/G5/1432144814 Dated 12.08.2015	139(9)	2014-15	ITR transferred to Jurisdiction AO	--

Aditya Amit Modak (Director)

Notice number and Date	Section	Assessment Year	Current Status	Amount Involved if any
Notice Dated 11.01.2019	143(1)(a)	2018-19	Pending Response u/s. 143(1)(a)	3,353/-
CPC/1314/G5/1400546560 dtd. 05.02.2015	139(9)	2013-14	ITR filed is pending or defective	--

5) Other Pending Litigation based on Materiality Policy of our Company

Shri Govind Vishwanath Gadgil and Smt. Renu Govind Gadgil (Promoters cum Directors)

Original Matter:

Neha Nilesh Joshi V/s. Mr. Chandrakant Baburao Paygude (respondent no. 1) etc 36, M/s. Nanded City Development and Construction Company Limited (respondent no. 6), Mr. Dwarkadas R. Nyati, Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil (respondent no. 7, 8 & 9 respectively) (Filing No. 202458/2014 dtd. 19.04.2014; Registration no. 200610/2014 dtd. 25.04.2014) Pending with Spl.C.S. - Special Civil Suit (Senior Division Judge) pending with Civil Court Senior Division, Pune.

Related Matters:

Nanded City Development and Construction Company Limited Through Anil D, Souza V/s. Ms. Neha Nilesh Joshi (respondent no. 1), Mr. Dwarkadas R. Nyati, Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil (respondent no. 7, 8 & 9 respectively). (Filing No. 1955/20109 dtd. 06.03.2019, Registration no. 384/2019 dtd. 27.03.2019. Pending with Civil Miscellaneous Application filed under Section 5 of Limitation Act pending with District and Session Court, Pune.

Neha Nilesh Joshi V/s. Mr. Chandrakant Baburao Paygude (respondent no. 1) etc 36, M/s. Nanded City Development and Construction Company Limited (respondent no. 6), Mr. Dwarkadas R. Nyati, Mr. Govind Vishwanath Gadgil and Ms. Renu Govind Gadgil (respondent no. 7, 8 & 9 respectively) (Filing No. 8520/2022 dtd. 03.08.2022 Registration no. 1532/2022 dtd. 16.08.2022), Pending with Spl.C.S. - Special Civil Suit (Senior Division Judge) pending with Civil Court Senior Division, Pune.

In the original matter, the plaintiff being the granddaughter of respondent no. 1. The respondents at point no. 1 to 5 have transferred a property (alleged to be ancestral property by the plaintiff and hereinafter referred to as the Suit Property) in favour of defendant no. 6 for the development and sold the land to respondent no. 7, 8 and 9. Accordingly the plaintiff had filed the suit disputing the transfer of the alleged property without her consent. Further the plaintiff had filed an application for grant of temporary injunction application against the defendants, claiming that creation of third party right on the alleged property, the plaintiff shall suffer irreparable loss. A temporary injunction against the transfer of the alleged property or creation of any third-party interest on the suit property by the Honb'le Civil Judge, Senior Division, Civil Court Senior Division, Pune *vide* its order dated 03.12.2018. The original suit is pending before the concerned court for final decision.

B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTER

1) Litigation involving Criminal Laws

NIL

2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3) **Disciplinary Actions by Authorities**

NIL

4) **Litigation involving Tax Liability**

NIL

5) **Other Pending Litigation based on Materiality Policy of our Company**

NIL

PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES

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

PART 4: LITIGATION RELATING TO OUR GROUP COMPANIES

A. LITIGATION AGAINST OUR GROUP COMPANIES

1) **Litigation involving Criminal Laws**

NIL

2) **Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

3) **Disciplinary/ Actions by Authorities**

NIL

4) **Litigation involving Tax Liability**

Direct Tax:

Puneet Share and Finance Private Limited:

For A.Y. 2006-07

As per details available on the website of the Income Tax Department M/s. Puneet Share and Finance Limited (hereinafter referred to as the "Assessee") have been issued with a demand notice bearing reference no. 2016200610002353272C dated 07.07.2017 u/s. 250 of the Income Tax Act, 1961, for an amount of **Rs. 1,01,180/- in addition to an interest of Rs. 96,508/- for the A.Y. 2006-07** and the same is pending.

P.N. Gadgil & Sons Ltd.

For A.Y. 2021-22

As per details available on the website of the Income Tax Department M/s. P. N. Gadgil and Sons Limited (hereinafter referred to as the "Assessee") have been issued with an assessment Notice under section 143(2) of the Income-tax Act, 1961 bearing no. ITBA/AST/S/143(2)/2022-23/1043609394(1) dated 28.06.2022 for A.Y. 2021-22 intimating the assessee of selection of his returns for assessment and have been required to present before the concerned assessing officer, certain documents evidencing support of details filed in the return for the A.Y. 2021-22 vide notice bearing no. ITBA/AST/F/142(1)/2022- 2022- 23/1044443406(1) dated 03.08.2022 issued u/s. 142(1) of the Act.

For A.Y. 2020-21

As per details available on the website of the Income Tax Department M/s. P. N. Gadgil and Sons Limited (hereinafter referred to as the “Assessee”) have been issued with a demand notice u/s. 143(3) of the Income Tax Act, 1961 (the Act) bearing reference No. 2022202037113751593C dated 19.09.2022, raising a demand of **Rs. 18,03,720/- for the A.Y. 2020-21** and the same is pending under appeal with the commissioner of Income Tax (Appeals), Pune vide appeal dated 10.11.2022. Further a notice u/s. 274 read with Section 270A of the Act, bearing reference no. ITBA/PNL/S/270A/2022-23/1045682658(1) dated 19.09.2022 have been issued against the assessee requiring the assessee to show cause as to why an order imposing penalty u/s. 270A of the Act, not be passed against the assessee. The Matters are pending.

For A.Y. 2018-19

1. M/s. P. N. Gadgil and Sons Limited (hereinafter referred to as the “Assessee”) have been issued with an assessment order bearing no. 48/62/2018-19 dated 29.01.2019 passed u/s. 271DA of the Income Tax Act, 1961 (the Act) by JCIT Circle 4, Pune and demand notice bearing reference No. 2018201840401847094C dated 29.01.2019, raising a demand of **Rs. 1,02,00,000/- for the A.Y. 2018-19** and the same is pending under appeal with the commissioner of Income Tax (Appeals), Pune vide appeal no. CIT(A), Pune-3/10410/2018-19. Further a notice u/s. 274 read with Section 272B(2) and Section 129 of the Act, bearing reference no. ITBA/COM/F/17/2019-20/1020985648(1) dated 23.11.2019 have been issued against the assessee requiring the assessee to show cause as to why an order imposing penalty u/s. 272B(2) of the Act, not be passed against the assessee. Both the Matters are pending. As per details available on the Income Tax website, currently a demand of **Rs. 51,10,510/- in addition to an interest of Rs. 19,37,965/- for the A.Y. 2018-19.**
2. M/s. P. N. Gadgil and Sons (now converted to P. N Gadgil and Sons Limited (hereinafter referred to as the “Assessee”) have been issued with an assessment order bearing no. 24/165/ 2018-19 dated 23.01.2019 passed u/s. 271DA of the Income Tax Act, 1961 (the Act) by DCIT Circle 6, Pune, levying a penalty of **Rs. 2,54,13,457/- for the A.Y. 2018-19** and the same is pending under appeal with the commissioner of Income Tax (Appeals), Pune – 4.

For A.Y. 2017-18

M/s. P. N. Gadgil and Sons (now converted to P. N Gadgil and Sons Limited (hereinafter referred to as the “Assessee”) have been issued with an assessment order bearing no. 25/165/ 2018-19 dated 31.01.2019 passed u/s. 272B of the Income Tax Act, 1961 (the Act) by DCIT Circle 6, Pune, levying a penalty of **Rs. 23,20,000/- for the A.Y. 2017-18** and the same is pending under appeal with the commissioner of Income Tax (Appeals), Pune – 4.

For A.Y. 2013-14

M/s. P. N. Gadgil and Sons (now converted to P. N Gadgil and Sons Limited (hereinafter referred to as the “Assessee”) have been issued with an assessment order bearing no. 119/87/ 2015-16 dated 17.03.2016 passed u/s. 143(3) of the Income Tax Act, 1961 (the Act) by Circle 6, Pune, adding an amount of **Rs. 42,99,219/- to the returned income for the F.Y. 2012-13** and raising a net liability of **Rs. 13,30,000/-** and the same is pending under appeal with the commissioner of Income Tax (Appeals), Pune – 4.

Indirect Tax:

P.N. Gadgil & Sons Ltd.

Excise Duty:

P.N. Gadgil & Sons Limited (petitioner) V/s. Union of India & Others (Respondent) (High Court of Judicature at Bombay) Civil Appellate Jurisdiction, Civil Writ Petition (L) no. 4882 of 2021

An EA -2000 audit on the books of accounts and records of the petitioner for period April 2013 to June 2017, was conducted, vide letter no. F.No. III/10-159/A-II/C-IV Grp-17/ PNG/2019-20 dated 24.10.2019. After receipt of certain details, a Show Cause Notice (SCN) no. CGST/Audit-II/101/Commissioner/PNG/2019-20 dtd. 14.01.2020 was issued to the petitioner, upon receipt of which, the petitioner opted for Sabka Viswas (Legacy Dispute Resolution) Scheme, 2019 and filed form SVLDRS-I vide ARN No. LD1501200009572. The application was however rejected on the grounds that “the amount of duty was not quantified on or before 30.06.2019” being one of the eligibility criteria. Aggrieved by the rejection, the petitioner filed the present petition praying for issue of writ directing the respondents not to initiate any coercive action seeking recovery of alleged dues against the petitioner and direct the respondent to accept the application (Form SVLDRS 1). **A demand of Rs. 97,11,404/- has been determined to be paid** in the matter. The matter is pending before the court.

Local Body Tax, 2010

M/s. P. N. Gadgil and Sons (now converted to P. N Gadgil and Sons Limited (hereinafter referred to as the “Assessee”) have been issued by Solapur Municipal Corporation, Solapur, with an assessment order for the period of 2013-14 till 2015-16, raised under Local Body Tax Rules, 2010 raising a demand notice for an amount of Rs. 3,80,059/- which have been re-assessed to Rs. 1,20,278/- vide appellate order dated 15.03.2018 and the final amount determined to be paid by the assessee upon addition of **due interest and penalty is Rs. 38,83,376/-**. The amount is pending to be paid. and the company has filed petitions against the state government of Maharashtra details of which are as under:

P N Gadgil and Sons Ltd. V/s. the State of Maharashtra and Others (Registration no. WP/4895/2022 dated 21.04.2022) pending with the High Court of Bombay.

P N Gadgil and Sons Ltd. V/s. the State of Maharashtra and Others (Registration no. WPST/18721/2021 dated 01.10.2021) pending with the High Court of Bombay.

P N Gadgil and Sons Ltd. V/s. the State of Maharashtra and Others (Registration no. WPST/18720/2021 dated 01.10.2021) pending with the High Court of Bombay.

The company will not have to pay any additional amount even if the decision of the High Court is against the company, if decision is in the favour of the company the refund will be transferred to the Partners' Escrow A/c as demand is related to the years when the partnership firm was in existence.

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY OUR GROUP COMPANIES

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS, DIRECTORS, GROUP COMPANIES AND PROMOTER GROUP DURING THE LAST 5 FINANCIAL YEARS

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Prospectus in the case of our Company, Promoters, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Prospectus.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of the Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv) contingent liabilities not paid for.

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Prospectus.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

DISCLOSURES PERTAINING TO FRAUDULENT BORROWER

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "*Management's Discussion and Analysis of Financial Condition & Results of Operations*" beginning on page 132 of this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

OUTSTANDING DUES TO CREDITORS

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company.

Below are the details of the Creditors where outstanding amount as on September 30, 2022: -

Name	₹ In Lakhs
Total Outstanding dues to Micro and Small & Medium Enterprises	9.97
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	13.62

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

APPROVALS IN RELATION TO OUR COMPANY'S INCORPORATION

1. Certificate of Incorporation dated 25.03.2009 from the Registrar of Companies, Maharashtra, Pune under the Companies Act, 1956 as "RESONANT CONSULTING PRIVATE LIMITED" (Company registration no. U74900PN2009PTC133691)
2. Fresh Certificate of Incorporation dated 22.09.2021 from the Registrar of Companies, Maharashtra, Pune pursuant to change of the name of the Company from "RESONANT CONSULTING PRIVATE LIMITED" to "P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED" (Company registration no. U36100PN2009PTC133691)
3. Fresh Certificate of Incorporation dated 21.09.2022 from the Registrar of Companies, Maharashtra, Pune pursuant to change of the name of the Company from "P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED" to "PNGS GARGI FASHION JEWELLERY PRIVATE LIMITED" (Company registration no. U36100PN2009PTC133691)
4. Fresh Certificate of Incorporation dated 02.11.2022 from the Registrar of Companies, Maharashtra, Pune pursuant to Conversion of the Company from "PNGS GARGI FASHION JEWELLERY PRIVATE LIMITED" to "PNGS GARGI FASHION JEWELLERY LIMITED" (Company registration no. U36100PN2009PLC133691)

APPROVALS IN RELATION TO THE ISSUE

Corporate Approvals

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on November 03, 2022 authorized the Issue, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated November 07, 2022, under Section 62(1) (c) of the Companies Act, 2013, authorized the Issue.
3. Our Board of Directors has, pursuant to a resolution dated November 28, 2022 and December 02, 2022 authorized our Company to take necessary action for filing the Draft Prospectus and Prospectus respectively with BSE SME.

Approvals from Stock Exchange

1. Our Company has received in-principle listing approval from the BSE SME dated December 02, 2022 for listing of Equity Shares issued pursuant to the issue.

Other Approvals

1. The Company has entered into a tripartite agreement dated November 24, 2022 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

2. The Company has entered into an agreement dated November 15, 2022 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS

Tax Related Approvals

S. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	NA	AAECR4783L	Income Tax Department	--	Valid till Cancelled
2.	Tax Deduction Account Number (TAN)	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited	PNEP30464A	Income Tax Department	--	Valid till Cancelled
3.	GST Registration Certificate (Pune, Maharashtra)	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited Sr. No. 37/1 and 37/2, Near Lokmat Papers, Vadgaon Khurd, Pune, Vadgaon Budruk Haveli, Pune. Additional 29 places of business.	27AAECR4783L1ZS	Goods and Services Tax department	29.10.2021	Valid till Cancelled
4.	GST Registration Certificate (Vadodara, Gujarat)	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited Ground Floor and first Floor, Trisha Square, Alkapuri Road, Opp. Saraswat Bank, Jetalpur, Vadodara, Gujarat-390005	24AAECR4783L1ZY	Goods and Services Tax department	15.11.2021	Valid till Cancelled
5.	GST Registration Certificate (Gulbarga, Karnataka)	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited Ground Floor No. 9, CTTS 3449, City Centre, Gazipura Main Road, Kalaburgi (Gulbarga), Karnataka-585101	29AAECR4783L1ZO	Goods and Services Tax department	22.11.2021	Valid till Cancelled
6.	Professions Tax Payer Registration certificate (P.T.R.C.)	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited Sr. No. 37/1 and 37/2, Near Lokmat Papers, Vadgaon Khurd, Pune, Vadgaon Budruk Haveli, Pune	27811938775P	Professional Tax Officer, V.S.O.153, Doddaballapur-561203	31.12.2021	Valid till Cancelled

S. No	Description	Address of Place of Business / Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
7.	Professions Tax Enrolment certificate (P.T.E.C.)	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited Sr. No. 37/1 and 37/2, Near Lokmat Papers, Vadgaon Khurd, Pune, Vadgaon Budruk Haveli, Pune	99494224247P	Maharashtra Sales Tax Department	31.12.2021	Valid till Cancelled

Registrations Related to Labour Laws

S. No.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under Employee State Insurance Act (ESIC)	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited Sr. No. 37/1 and 37/2, Near Lokmat Papers, Vadgaon Khurd, Pune, Vadgaon Budruk Haveli, Pune	33000932740001099	Sub Regional Office, Employee's State Insurance Corporation, Bibewadi, Pune	15.12.2021	Valid till Cancelled
2.	Registration under the Employees Provident fund (EPF)	P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited Sr. No. 37/1 and 37/2, Near Lokmat Papers, Vadgaon Khurd, Pune, Vadgaon Budruk Haveli, Pune	PUPUN2537607000	Regional Provident Fund, Sub Regional Office, Pune	15.12.2021	Valid till Cancelled
3.	Registration under Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017	S. No 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune 411041, Maharashtra, India	2231000317053664	Deputy Commissioner of Labour, Pune	23.11.2022	--
4.	The Karnataka Municipalities Act, 1964	Ground Floor No.09, Cts 3449, City Centre, Gazipura Main Road, Kalaburgi,	GLB-TL-387700-2022-23/R/12/2022-23/CAMP	City Corporation, Kalaburgi	29.11.2022	31.03.2023

S. No.	Description	Address	License Number	Issuing Authority	Date of issue	Date of Expiry
		Kalaburagi (Gulbarga), Karnataka, 585101				

Intimations given under Shops and Establishments Acts of Respective States:

S. No.	Address	Application Number	Issuing Authority	Date of issue	Date of Expiry
1	Shop No.07, 1st Floor, J.K.Tower, Badnera Road, Mudholkar Peth,Near. Rajpeth, Amravati 444601, Maharashtra, India	110959872203	Assistant Commissioner of Labour Office, Amravati,	11.11.2022	--
2	S No.169/1,Unit 01, Westend Center-1, Reliance Mart, Aundh, Pune 411007, Maharashtra, India	111046422203	Deputy Commissioner of Labour,Pune,	13.11.2022	--
3	Shop No. 1 to 4, Ground Floor, Sr. No. 15, Lotus Apartment, Near HDFC Bank, Badlapur, Thane 421503, Maharashtra, India	110906222203	Shop Inspector Office, Ambernath	13.11.2022	--
4	S.No1754/1,Ground Floor,House No.2-11-290, Prakash Heights, Subhash Road, Beed 431122, Maharashtra, India	110852622203	Office of the Government Labour Officer, Beed	08.11.2022	--
5	Shop No.C-2, 2nd Floor, KBG Classic, Pune-Nashik Road, Bhosari, Pimpri Chinchwad, Pune 411039, Maharashtra, India	110911032203	Shop Inspector Office, Chinchwad	13.11.2022	--
6	Shop No. 4, 5, 6 Gokhale Vrindavan Building No A, Deulwada, Pimpri Chinchwad, Pune, Maharashtra,411033, India	111308442203	Shop Inspector Office, Chinchwad	20.11.2022	--
7	Shop No.01 , Lane No.4, Bafna House, Parola Road, Dhule 424001, Maharashtra, India	110851052203	Office of the Government Labour Officer, Dhule	08.11.2022	--
8	Shop no.3, Laxmi Baug Estate, Near Svc bank, Phadke Road, Dombivli East, Thane 421201, Maharashtra, India	110848232203	Shop Inspector Office, Dombivali	08.11.2022	--
9	Plot No.3 &4,Bahinabai Garden, PNG Building, 1st Floor, Ring Road, Jalgaon 425001, Maharashtra, India	110832602203	Office of the Assistant Commissioner of Labour,Jalgaon,	08.11.2022	--
10	Shop No.1,2,3,4,5&6, Lane No 1, Happy Colony, Dahanukar Colony, Karve Road, Kothrud, Pune 411038, Maharashtra, India	110817412203	Office of the Deputy Commissioner of Labour,Pune	13.11.2022	--
11	Shop-01, 01, Sanskruti Apartment, Ravindra Natya Mandir, Rachana Sansad College, Prabhadevi West, Mumbai 400025,Maharashtra, India	890533990/GS Ward/Shop I	Office of the Chief Facilitator, Dadar, Mumbai	29.11.2021	--

S. No.	Address	Application Number	Issuing Authority	Date of issue	Date of Expiry
12	Shop No.13 to 23,Raghuvanshi Complex, Pardeshi Pura, Next to SBI in touch, Nandurbar 425412, Maharashtra, India	111047302203	Shop Inspector Office, Shahada	13.11.2022	--
13	Shop No.3, 1st Floor, Shaha Avenue, Near IDBI Bank, Varulwadi Grampanchyat, Narayngaon, Pune 410504, Maharashtra, India	110962382203	Office of the Deputy Commissioner of Labour, Pune,	13.11.2022	--
14	Shop No.3,4,5, 01, Agora Commercial Complex, Canada Corner, Sharanpur Road, Nashik 422002, Maharashtra, India	111305942203	Office of the Deputy Commissioner of Labour, Nashik	20.11.2022	--
15	Shop No 02, Ground Floor, Star Zone Mall, Nashik-Pune National Highway, Nashik 422214, Maharashtra, India	110830722203	Shop Inspector Office, Nashik Road	13.11.2022	--
16	Shop-01, Sun and Ocean Complex, Opp. Police Line, Ram Nagar, Osmanabad 413501, Maharashtra, India	111269182203	Office of the Government Labour Officer, Osmanabad	20.11.2022	--
17	Shop No 9 To 14, Station Road, Rajlaxmi Market, Pandharpur, Solapur 411308, Maharashtra, India	110829872203	Office of the Assistant Commissioner of Labour	11.11.2022	--
18	Shop No.2 & 2A,S.No.3883,Maheshwari Building ,Near RR Petrol Pump, Basmat Road, Parbhani, Maharashtra, 431401	110830112203	Office of the Government Labour Officer	13.11.2022	--
19	Shop No. 1, Ground Floor, Pushp Complex, Opp. Namjoshi Petrol Pump, Plot No. 47/48, City Sr. No.6483 A/B, Laxmi Nagar, Phaltan, Satara 415523, Maharashtra, India	110911382203	Shop Inspector Office, Phaltan	13.11.2022	--
20	Shop No.2, 152/151, Navin Nagar, Sangamner, Ahmednagar 422605, Maharashtra, India	110911842203	Office of the Assistant Commissioner of Labour ,Ahmednagar	13.11.2022	--
21	Shop No 126/127 , Kasat Pride, Bhavani Peth, Satara 415002	111271502203	Office of the Assistant Commissioner of Labour	20.11.2022	--
22	Shop-3,4,5 &6 Mudra Commercial Building, Above D Mart Satara Road, Pune 411037, Maharashtra, India	110892252203	Office of the Deputy Commissioner of Labour, Pune	11.11.2022	--
23	Shop No. 67, Ground Floor, Hotel City Point, Survey No 169/18 and 169/19,Opp. Sai Baba Samadhi Mandir Shirdi, Ahmednagar 423109, Maharashtra, India	110912452203	Shop Inspector Office, Kopargaon	13.11.2022	--
24	Shop No 1 to 8, Survey No. 1138/2/A/2, Revenue Colony ,Next to Sharad Bank, Shirur, Pune 412210,Maharashtra India,	110913012203	Shop Inspector Office, Shirur	13.11.2022	--

S. No.	Address	Application Number	Issuing Authority	Date of issue	Date of Expiry
25	59/C1, 2nd Floor, Abhiruchi Mall, Sinhgad road, Wadgaon Budruk, Pune 411041, Maharashtra, India	110844802203	Office of the Deputy Commissioner of Labour	13.11.2022	--
26	Shop No 2-3, Sindgi Heights, 62/8, Railway Lines Old Employment, Solapur 422605, Maharashtra, India	110949202203	Office of the Assistant Commissioner of Labour	10.11.2022	--
27	Ground Floor And First Floor, Trisha Square, Trisha Square, Alkapuri Road Opp Saraswat Bank, Jetalpur Vadodara, Vadodara, Gujarat, 390005	2339/13-12-2021	Vadodara Mahanagar Palika, Gujarat	18.12.2021	--
28	Shop- 01, Dhablia Bhuvan, Near Ganesh Mandir, Main Road, Ingole chowk, Wardha 442001, Maharashtra, India	110950572203	Office of the Government Labour Officer, Wardha,	11.11.2022	--




Other Approvals

S. No.	Description	Address of Premises	Registration Number	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Registration for Selling Articles with Hallmark (IS 2112:2014 Silver and Silver Alloys, jewellery / Artefacts- Fineness and Marking-Specifications)	Sr No.37/1 & 37/2 Behind Maruti Service Centre Near Lokmat News Papers Plot No .8a Sinhgad Road, Wadgaon Khurd, Pune Maharashtra 411041	HM/C-7590640525	Bureau of Indian Standards, Pune, Maharashtra	23.02.2022	23.02.2027

INTELLECTUAL PROPERTY

Trademarks registered/Objected/Abandoned in the name of our company

S. No	Brand Name/Logo Trademark	Class	Application Number and date of application	Owner	Authority	Status
1.	Word" Gargi by P.N. Gadgil and Sons"	3	5321798 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
2.	Word" Gargi by P.N. Gadgil and Sons"	14	5321800 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
3.	Word"Gargi by P.N. Gadgil and Sons"	18	5321803 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
4.	Word"Gargi by P.N. Gadgil and Sons"	35	5321805 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected

S. No	Brand Name/Logo Trademark	Class	Application Number and date of application	Owner	Authority	Status
5.	Device” Gargi by P.N. Gadgil and Sons” 	3	5321808 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
6.	Device” Gargi by P.N. Gadgil and Sons” 	14	5321811 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
7.	Device” Gargi by P.N. Gadgil and Sons” 	18	5321814 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
8.	Device” Gargi by P.N. Gadgil and Sons” 	35	5321817 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
9.	Device” Gargi by P.N. Gadgil and Sons” 	3	5321820 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
10.	Device” Gargi by P.N. Gadgil and Sons” 	14	5321822 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
11.	Device” Gargi by P.N. Gadgil and Sons” 	18	5321825 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Objected
12.	Device” Gargi by P.N. Gadgil and Sons” 	35	5321828 Dated 09.02.2022	P. N. GADGIL & SONS GARGI COSTUME JEWELLERY PRIVATE LIMITED	Registrar of Trademark, Mumbai	Accepted and Advertised

DOMAIN DETAILS

S. No	Domain Name and ID	Sponsoring Registrar and ID	Registrant Name, ID and Address	Creation Date	Registry Expiry Date
1.	https://www.gargibypng.com	2622794331_DOMAIN_COM-VRSN	P N Gadgil and Sons Gargi Costume Jewellery Private Limited	28.06.2021	28.06.2024
2.	https://www.gargi.shop/	2622794331_DOMAIN_COM-VRSN	P N Gadgil and Sons Gargi Costume Jewellery Private Limited	28.06.2021	28.06.2024

LICENSES APPLIED FOR

S. No.	Description	Address of Premises	Authority to which application made	Date of Application	Acknowledgement no.	Current Status
1.	Intimation given under Shops and Establishments Act	Ahead of Peacock Bay, GATE NO 63/2, 63/312,63/4, 65/7 TO 65/10, Zapurza Museum of Art & Culture, Kudaje Haveli, Pune 411023, Maharashtra, India	Office of the Deputy Commissioner of Labour, Pune	26.11.2022	111494132203	Pending

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities except that for change of name of the Company pursuant to change of its constitution from Private Limited to Public Limited.

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

Our Board of Directors have *vide* resolution dated November 03, 2022 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra-Ordinary General Meeting held on November 07, 2022 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

The Company has obtained approval from BSE vide letter dated December 02, 2022 to use the name of BSE in this Offer Document for listing of equity shares on the BSE SME. BSE is the designated stock exchange.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Further, our company, promoters, members of the promoter group, directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/court as on the date of this Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

PROHIBITION BY RBI

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) or fraudulent borrower by the RBI or any other governmental authority.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoters and member of our Promoter group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Prospectus.

ELIGIBILITY FOR THE ISSUE

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an issuer whose post Issue face value capital does not exceed ten crores’ rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the BSE SME).

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

1. Our Company was incorporated on March 25, 2009, with the Registrar of Companies, Pune under the Companies Act, 1956 in India.
2. The Post-Issue Paid-Up Capital of the Company shall not be more than rupees twenty-five crores. The Post-Issue Capital of our Company is ₹962.80 Lakhs.
3. As per the Restated Financial Statements disclosed in this Prospectus, the Net worth of our company (excluding revaluation reserves) of the Company is ₹1,072.71 Lakhs as at September 30, 2022, and hence is positive. *The Net worth as on September 30, 2022 is based on the Restated Financial Statements and is calculated as Restated Equity Share Capital plus Other Equity minus Deferred Tax Assets.*

4. As per Restated Financial Statements, the net tangible assets are ₹1,054.12 Lakhs as at September 30, 2022, hence more than ₹150.00 Lakhs as on the date of filing of this Prospectus. *The Net Tangible Assets as on September 30, 2022 is based on the Restated Financial Statements and is calculated as the Net worth minus intangible assets.*
5. Our Company has positive cash accruals (Earnings before depreciation and tax) in the preceding financial year. As per Restated Financial Statements, the cash accruals accounted for September 30, 2022, March 31, 2022, March 31, 2021, and March 31, 2020 was ₹290.30 Lakhs, ₹150.42 Lakhs, ₹0.41 Lakhs and ₹ (0.08) Lakhs respectively.
6. Our Company has not completed its operation for three years but have been funded by Bank as on the date of this Prospectus. For details refer to chapter titled “*Financial Indebtedness*” on page 129 of this Prospectus.
7. Our company has website: www.gargibypng.com.

Other Disclosures:

1. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
2. Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
3. There is no winding up petition against the company, which has been accepted by the National Company Law Tribunal (NCLT).
4. There has been no change in the Promoters of the Company in the preceding one year from date of filing application to BSE for listing on BSE SME.
5. Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
6. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

1. The Draft Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the BSE SME. BSE is the Designated Stock Exchange.
2. Our Company has entered into an agreement dated November 15, 2022 with NSDL and agreement dated November 24, 2022 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
3. The entire pre-Issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
4. The entire Equity Shares held by the Promoters are in dematerialisation form.
5. Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

1. Neither our Company nor our Promoters, members of our Promoter group or our directors is debarred from accessing the capital markets by the SEBI.
2. None of our Promoters or Directors is Promoters or director of any other companies which are debarred from accessing the capital markets by the SEBI.
3. Neither our Company nor our Promoters or Directors is a wilful defaulter or a fraudulent borrower.

4. None of our Promoters or Directors is a fugitive economic offender.

We further confirm that:

1. In accordance with Regulation 246 of the SEBI ICDR Regulations, the lead manager shall ensure that the issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.
2. In accordance with Regulation 260 of the SEBI ICDR Regulations, this issue has been one hundred percent (100%) underwritten and that the Lead Manager to the Issue has underwritten at least 15% of the Total Issue Size. For further details, pertaining to said underwriting please see “*General Information*” beginning on page 45 of this Prospectus.
3. In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not unblocked within four (4) days from the date our Company becomes liable to unblock it, then our Company and every officer in default shall, on and from expiry of fourth day, be liable to unblock such application money with interest as prescribed under the SEBI ICDR Regulations, the Companies Act 2013 and applicable laws.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI ICDR Regulations, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER SHRENI SHARES PRIVATE 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 OFFER DOCUMENT, 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, SHRENI SHARES PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 02, 2022 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER 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 OFFER DOCUMENT.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information, including our Company’s website, www.gargibypng.com, or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager 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.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Shreni Shares Private Limited is not an associate of the Company and is eligible to be appointed as the Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares issued hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE BSE

“BSE Limited (“BSE”) has vide its letter dated December 02, 2022, given permission to “PNGS Gargi Fashion Jewellery Limited” to use its name in the Offer Document as the Stock Exchange on whose Small and Medium Enterprises Platform (“SME platform”) the Company’s securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

ii. warrant that this Company’s securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or

iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the SME platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai”.

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 offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

LISTING

Application have been made to BSE SME for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its BSE SME after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our company has obtained In-principle approval from BSE vide letter dated December 02, 2022 to use name of BSE in the Prospectus for listing of equity shares on BSE SME.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE SME, the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If any such money is not unblocked within four (4) days after the issuer becomes liable to unblock it then our Company and every director of the company who is an officer in default shall, on and from the expiry of the fourth (4) day, be jointly and severally liable to unblock that money with interest at the rate of fifteen per cent per annum (15% pa) as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within six (6) Working Days of the Issue Closing Date.

CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer, Manager and the Statutory and Peer Review Auditors; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Bankers to the Issue, Bankers to the company, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s Khandelwal Jain & Associates, Chartered Accountants, have provided their written consent to the inclusion of their reports dated November 25, 2022 on Restated Financial Statements and to the inclusion of their reports dated November 27, 2022 on Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included in this 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 Prospectus.

EXPERT OPINION

Except the report of the Statutory and Peer Reviewed Auditors on statement of possible tax benefits and report on Restated Financial Statements for the period ended September 30, 2022 and financial years ended March 31, 2022, 2021 and 2020 as included in this Prospectus, our Company has not obtained any expert opinion.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS

We have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY

Except as disclosed in Chapter titled “*Capital Structure*” on page 54 of Prospectus, our Company has not made any capital issue during the previous three years.

Except P. N. Gadgil & Sons Limited and Puneet Shares and Finance Private Limited, we do not have any other Group Company or Subsidiary or Associate as on date of this Prospectus.

PERFORMANCE VIS-À-VIS OBJECTS

Except as stated in the chapter titled “Capital Structure” beginning on page 54 of this Prospectus, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

Except P.N. Gadgil & Sons Limited and Puneet Shares and Finance Private Limited, we do not have any other Group Company or Subsidiary or Associate as on date of this Prospectus.

PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

Sr. No.	Issue name	Issue size (₹ Crores)	Issue price (₹)	Listing Date	Opening price on Listing Date (₹)	+/- % change in closing price, [+/- % change in Closing benchmark] 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] 90 th calendar days from listing	+/- % change in closing price, [+/- % change in Closing benchmark] 180 th calendar days from listing
1.	DMR Hydroengineering & Infrastructures Limited	2.09	21.00	December 07, 2021	25.00	+60.00% [+0.80%]	+52.38% [-9.06%]	+29.52% [-6.65%]
2.	Alkesign Limited	12.15	45.00	February 01, 2022	45.25	+1.11% [-5.77%]	+6.67% [-3.06%]	+13.33% [-2.99%]
3.	Quality RO Industries Limited	2.70	51.00	February 09, 2022	52.25	+11.67% [-5.13%]	+7.84% [-6.83%]	+9.80% [-0.13%]
4.	Ekennis Software Service Limited	2.88	72.00	March 07, 2022	80.00	+41.32% [+13.88%]	+25.00% [+5.54%]	+166.67% [+11.28%]
5.	Fidel Softech Limited	13.50	37.00	June 10, 2022	59.10	+52.30% [+0.12%]	+117.57% [+8.78%]	-
6.	SKP Bearing Industries Limited	30.80	70.00	July 13, 2022	73.00	+15.71% [+10.60%]	+117.86% [+7.98%]	-
7.	Olatech Solutions Limited	1.89	27.00	August 29, 2022	51.30	+205.56% [-1.49%]	+281.30% [+7.45%]	-
8.	Ameya Precision Engineers Limited	7.14	34.00	September 08, 2022	68.40	+63.38% [-2.72%]	-	-
9.	DAPS Advertising Limited	5.10	30.00	November 14, 2022	57.00	-	-	-
10.	Amiable Logistics (India) Limited	4.37	81.00	November 16, 2022	129.95	-	-	-

Source: www.bseindia.com / www.nseindia.com

Note:

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index;
2. Prices on BSE/NSE are considered for all of the above calculations;
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered;
4. In case 30th/90th/180th day, scrips are not traded then last trading price has been considered;
5. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the Lead Manager. Hence, disclosure pertaining to recent 10 issues handled by the lead manager are provided.

Summary statement of price information of past issues handled by Shreni Shares Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30 th calendar days from listing date			Nos. of IPOs trading at premium on as on 30 th calendar days from listing date			Nos. of IPOs trading at discount as on 180 th calendar days from listing date			Nos. of IPOs trading at premium as on 180 th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25% - 50%	Less than 25%
2022-2023 [#]	6 ^{***}	62.80	-	-	-	3	-	1	-	-	-	-	-	-
2021-2022	5 ^{**}	25.00	-	-	-	1	1	3	-	-	-	1	1	3
2020-2021	4 [*]	11.32	-	1	1	-	-	2	1	-	1	2	-	-

* The script of KSolves India Limited, Bodhi Tree Multimedia Limited, Shine Fashions (India) Limited and Adjia Technologies Limited were listed on July 6, 2020, October 21, 2020, November 2, 2020 and March 15, 2021 respectively.

** The script of Getalong Enterprise Limited, DMR Hydroengineering & Infrastructures Limited, Alkosign Limited, Quality RO Industries Limited and Ekennis Software Service Limited were listed on October 08, 2021, December 07, 2021, February 01, 2022, February 09, 2022 and March 07, 2022 respectively.

*** The script of Fidel Softech Limited, SKP Bearing Industries Limited, Olotech Solutions Limited, Ameya Precision Engineers Limited, DAPS Advertising Limited and Amiable Logistics (India) Limited were listed on June 10, 2022, July 13, 2022, August 29, 2022, September 08, 2022, November 14, 2022 and November 16, 2022 respectively.

The script of Fidel Softech Limited, SKP Bearing Industries Limited, Olotech Solutions Limited and Ameya Precision Engineers Limited have not completed 180 Days from the date of listing and the script of DAPS Advertising Limited and Amiable Logistics (India) Limited have not completed 30 Days and 180 Days from the date of listing.

Note: Rights Issues lead managed by Shreni Shares Private Limited have not been included in the abovementioned Summary Statement of Disclosure as the disclosure is limited to IPOs only.

TRACK RECORD OF PAST ISSUES HANDLED BY LEAD MANAGER

For details regarding track record of the Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Lead Manager at: www.shreni.in.

STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

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 Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

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.

Our Company will obtain authentication on the SCORES and will comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Prospectus.

In terms of SEBI circular no. 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 3 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.

All grievances relating to Applications submitted with the Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Issue. Further, Applicants shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Our Company, the LM and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of any SCSB, Registered broker, Syndicate member, RTA or CDP including any defaults in complying with its obligations under the SEBI ICDR Regulations.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue 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 coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI 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 (7) 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 Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Further, our Board by a resolution on November 03, 2022 has also constituted a Stakeholders' Relationship Committee. The composition of the Stakeholders' Relationship Committee is as follows:

Name of the Directors	Nature of Directorship	Designation in Committee
Mr. Ranjeet Sadashiv Natu	Additional Non-Executive Independent Director	Chairman
Ms. Sweta Ashish Khandelwal	Additional Non-Executive Independent Director	Member
Mr. Aditya Amit Modak	Non-Executive Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page 109 of this Prospectus.

Our Company has also appointed Ms. Bhargavi Pratish Aphale, as the Compliance Officer for the Issue and she may be contacted at the Registered Office of our Company.

Ms. Bhargavi Pratish Aphale

S. No. 37/1 & 37/2, Near Lokmat New Paper,
Wadgaon, Khurd, Pune – 411 041,

Maharashtra, India

Tel No: 020 – 2991 1980

Email: cs@gargibypng.com

Website: www.gargibypng.com

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

Our company has not applied or received any exemption from complying with any provisions of securities laws by SEBI.

SECTION IX – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum and Articles of Association, SEBI LODR Regulations, the terms of the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the BSE SME, the RBI, ROC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.

Please note that, in terms of Regulation 256 of the SEBI ICDR Regulations read with SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the applicants have to compulsorily apply through the ASBA Process and further in terms of SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, and as modified through its circular SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 and the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (together, the “UPI Circular”) in relation to clarifications on streamlining the process of public issue of equity shares and convertibles it has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. Currently, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds is discontinued and RIIs submitting their Application Forms through Designated Intermediaries (other than SCSBs) can only use the UPI mechanism with existing timeline of T+6 days until March 31, 2020 (“UPI Phase II”). Further SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 has decided to continue with the Phase II of the UPI ASBA till further notice.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued shall be subject to the provisions of the Companies Act 2013, our Memorandum of Associations and Articles of Association shall rank pari passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled “Main Provisions of the Articles of Association” beginning on page 197 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI LODR Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see “Dividend Policy” and “Main Provisions of the Articles of Association” beginning on page 127 and 197, respectively of this Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a face value of ₹10/- each are being issued in terms of this Prospectus at the price of ₹30/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled “Basis for Issue Price” beginning on page 70 of this Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

1. Right to receive dividends, if declared;
2. Right to receive Annual Reports and notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
5. Right to receive offers for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
7. Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
8. Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI LODR Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation or splitting, see “*Main Provisions of the Articles of Association*” beginning on page 197 of this Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

Trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE SME from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 4,000 Equity Share subject to a minimum allotment of 4,000 Equity Shares to the successful Applicants.

Further, in accordance with SEBI ICDR Regulations the minimum application size in terms of number of specified securities shall not be less than ₹1.00 Lakh per application.

JOINT HOLDERS

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

JURISDICTION

The Equity Shares have not been and will not be registered under the U.S Securities Act or any other applicable law of 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, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S Securities Act and referred to in this Prospectus as “U.S. QIBs”, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

NOMINATION FACILITY TO INVESTORS

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first 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 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the

prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

1. to register himself or herself as the holder of the Equity Shares; or
2. to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Applicant wants to change the nomination, they are requested to inform their respective Depository Participant.

ISSUE PROGRAM

Issue Opens on	December 08, 2022
Issue Closes on	December 13, 2022

An indicative timetable in respect of the Issue is set out below:

Finalization of Basis of Allotment with the Designated Stock Exchange	On or before December 16, 2022
Initiation of Refunds / unblocking of funds from ASBA Account*	On or before December 19, 2022
Credit of Equity Shares to demat account of the Allottees	On or before December 20, 2022
Commencement of trading of the Equity Shares on the Stock Exchanges	On or before December 21, 2022

**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 Exchange 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 and the Applicant shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

In terms of Regulation 265 of SEBI ICDR Regulations, the issue shall be open after at least three (3) working days from the date of filing the Prospectus with the Registrar of Companies.

In terms of Regulation 266 (3) of SEBI ICDR Regulations, in case of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Issue Period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the provisions of Regulation 266(1).

The above timetable is indicative and does not constitute any obligation on our Company 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. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. Each of the Promoters confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Issued Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within Six Working Days from the Issue Closing Date or such other period as may be prescribed by SEBI.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m.** (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m.** (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Investors after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

The above timetable is indicative and does not constitute any obligation or liability on our Company, our Promoters 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 Exchanges are taken within Six (6) Working Days from the Issue Closing Date or such period as may be prescribed, with reasonable support and co-operation of the Promoters, as may be required in respect of its respective portion of the Issued Shares, the timetable may change due to various factors, such as extension of the Issue Period by our Board, as applicable, in consultation with the Lead Manager. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoters confirms that it shall extend such reasonable support and co-operation in relation to its respective portion of the Issued Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within Six Working Days from the Issue Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Issue, the Lead Manager will submit reports of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) 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 (4) Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus/prospectus may result in changes to the above-mentioned timelines. Further, the issue procedure is subject to change basis any revised SEBI circulars to this effect.

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 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any further notification from the SEBI after filing of this Prospectus may result in changes in the timelines.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Issue closure time from the Issue Opening Date till the Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

It is clarified that applications not uploaded on the electronic bidding system or in respect of which the full application Amount is not blocked by SCSBs or under the UPI Mechanism, as the case may be, would be rejected.

In case of force majeure, banking strike or similar circumstances, the issuer may, for reasons to be recorded in writing, extend the (Issue) period disclosed in the Prospectus, for a minimum period of three (3) working days, subject to the Issue Period not exceeding ten (10) working days.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Investors can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten per Regulation 260(1) of SEBI ICDR Regulations.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the Issue through the Offer Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within 15 days from the closure of the issue, if there is a delay beyond such time, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI ICDR Regulations, the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within four (4) working days of closure of issue.

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 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 application law of such jurisdiction.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 4,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserve the right to not to proceed with the Issue after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two (2) days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs or the Sponsor Bank to unblock the bank accounts of the ASBA Applicants within one (1) working day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is registered with the ROC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue, our Company shall file a fresh Prospectus.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

The lock-in of the pre- issue capital of our Company as provided in “*Capital Structure*” beginning on page 54 of this Prospectus and except as provided in our Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see “*Main Provisions of the Articles of Association*” beginning on page 197 of this Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

NEW FINANCIAL INSTRUMENTS

As on the date of this Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoters, to acquire or receive any Equity Shares after the Issue. Further, our Company is not issuing any new financial instruments through this Issue.

AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the BSE SME 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 Regulations, our Company may migrate to the main board of BSE from the BSE SME on a later date subject to the following:

1. 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 promoters 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.
2. If the paid-up capital of the Company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoters' shareholders against the proposal.

MARKET MAKING

The shares issued through this Issue are proposed to be listed on the BSE SME with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on BSE SME. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page 45 of this Prospectus.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of the Chapter IX of SEBI ICDR Regulations, as amended from time to time, whereby, our post Issue face value capital does not exceed ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME). For further details regarding the salient features and terms of such this Issue, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on page 166 and 175 respectively, of this Prospectus.

ISSUE STRUCTURE

Initial Public Offer of 26,00,000 Equity Shares for cash at a price of ₹30/- per Equity Share (including a Share Premium of ₹20/- per Equity Share), aggregating to ₹780.00Lakhs by our Company. The Issue comprises a reservation of 1,36,000 Equity Shares of face value of ₹10/- each for subscription by the designated Market Maker (“**the Market Maker Reservation Portion**”) and Net Issue to Public of 24,64,000 Equity Shares of face value of ₹10/- each (“**the Net Issue**”). The Issue and the Net Issue will constitute 27.00% and 25.59%, respectively of the post issue paid-up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation ⁽¹⁾	24,64,000 Equity Shares	1,36,000 Equity Shares
Percentage of Issue Size available for Allocation	94.77% of the Issue Size	5.23% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 4,000 Equity Shares and further allotment in multiples of 4,000 Equity Shares each ⁽¹⁾ For further details please refer section explaining the Basis of Allotment in the GID	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Retail Individual Investors using Syndicate ASBA)	
Mode of Allotment	Compulsorily in dematerialised form	
Minimum Application Size	<i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000. <i>For Retail Individuals Investors:</i> Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000.	1,36,000 Equity Shares
Maximum Application Size	<i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of 4,000 Equity Shares not exceeding the size of the Issue, subject to applicable limits to the Applicant. <i>For Retail Individuals Investors:</i> Such number of Equity Shares in multiples of 4,000 Equity Shares such that the application value does not exceed ₹2,00,000.	1,36,000 Equity Shares
Trading Lot	4,000 Equity Shares	4,000 Equity Shares. However, the Market Maker may buy odd lots if any in the market as required under the SEBI ICDR Regulations.
Who can Apply ⁽²⁾	<i>For Other than Retail Individual Investors:</i>	Market Maker

Particulars	Net Issue to Public	Market Maker Reservation Portion
	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts. <i>For Retail Individuals Investors:</i> Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.	
Terms of Payment ⁽³⁾	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter	

⁽¹⁾ Since present Issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253(2) of the SEBI ICDR Regulations, 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 - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

⁽²⁾ 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. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

⁽³⁾ In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including Retail Individual Investors applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

This Issue is being made in terms of Chapter IX of the SEBI ICDR Regulations. For further details, please refer chapter titled "Issue Procedure" beginning on page 175 of this Prospectus.

ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issue (“GID”) prepared and issued in accordance with the SEBI circular no SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 which is issued in supersession of the Circular SEBI Circular CIR/CFD/DIL/12/2013 dated October 23, 2013 & UPI Circulars which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the website of Stock Exchange(s), the Company and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) price discovery and allocation; (vii) General Instructions (limited to instructions for completing the Application Form); (viii) designated date; (ix) disposal of applications; (x) submission of Application Form; (xi) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xii) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xiii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI vide the UPI Circulars, 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 mechanisms for RIIs applying through Designated Intermediaries have been made effective along with the existing process and existing timeline of T+6 days (“UPI Phase I”). The same was applicable until 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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 01, 2021, except as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular, are deemed to form part of the Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual applicants in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. If the Issue is made under UPI Phase III, the same will be advertised in all editions of the English national daily newspaper, all editions of the Hindi national daily newspaper, regional edition of the regional daily newspaper on or prior to the Issue Opening Date and such advertisement shall also be made available to the Stock Exchange for the purpose of uploading on their website. Subsequently, pursuant to SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding Four (4) 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 (4) 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 Prospectus. Applicants are advised to make their independent

investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

Further, the Company and the Lead Manager 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 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 RIIs 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 has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six working days.

Phase II: This phase commenced on completion of Phase I, i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later. Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Investor through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six working days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three working days.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful applicants to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – issue LM will be required to compensate the concerned investor.

The Issue will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Issue Opening Date. All SCSBs issuing facility of making application in public issues shall also provide facility to make application using UPI.

Our Company will be required to appoint one or more of the SCSBs as a Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Investors.

The processing fees may be released to the remitter banks (SCSBs) only after an application is made by the SCSBs to the LM with a copy to the Registrar, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB in accordance with April 20, 2022 Circular.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the LM.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of SEBI ICDR Regulations through a Fixed Price Process wherein 50% of the Net Issue is allocated for Retail Individual Investors and the balance shall be issued to individual applicants other than Retail Individual Investors and other investors including Corporate Bodies or Institutions, QIBs and Non-Institutional Investors. However, if the aggregate demand from the Retail Individual Investors is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion issued 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 Investors category is entitled to more than 50% on proportionate basis, the Retail Individual Investors shall be allocated that higher percentage. However, the Application by an Applicant should not exceed the investment limits prescribed under the relevant regulations/statutory guidelines.

Subject to the valid Applications being received at 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 Investors 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, except in the QIB Portion, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the LM 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 Exchange.

AVAILABILITY OF DRAFT PROSPECTUS, PROSPECTUS AND APPLICATION FORMS

Copies of the Application Form and the Abridged Prospectus will be available at the offices of the LM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the Stock Exchange(s), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one (1) day prior to the Issue Opening Date.

All Applicants (other than Applicants using the UPI mechanism) shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI mechanism) must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected. Further Retail Individual Investors may participate in the Issue through UPI by providing details in the relevant space provided in the Application Form and the Application Forms that do not contain the 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.

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 of Application Form
Resident Indians / Eligible NRIs applying on a non-repatriation basis (ASBA)	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue*

*Excluding Electronic Application Form.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

For RIIs using UPI mechanism, the Stock Exchanges shall share the bid 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 Exchanges bidding platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Banker to 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 an Issue. The Lead Manager shall also be required to obtain the audit trail from the Sponsor Banks and the Banker to the Issue for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the website of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

Pursuant to SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 Dated November 10, 2015, an Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”):

1. An SCSB, with whom the bank account to be blocked, is maintained
2. A syndicate member (or sub-syndicate member)
3. A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4. A Depository Participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5. A Registrar to an Issue and share transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSBs:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

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:

1. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the non-Institutional investor's category;
10. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
11. Foreign Venture Capital Investors registered with the SEBI;
12. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
13. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
14. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
15. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
16. Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
17. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

18. Insurance funds set up and managed by army, navy or air force of the Union of India;
19. Multilateral and bilateral development financial institution;
20. Eligible QFIs;
21. Insurance funds set up and managed by army, navy or air force of the Union of India;
22. Insurance funds set up and managed by the Department of Posts, India;
23. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.
24. Applications not to be made by:
 - (a) Minors (except through their Guardians)
 - (b) Partnership firms or their nominations
 - (c) Foreign Nationals (except NRIs)
 - (d) Overseas Corporate Bodies

MAXIMUM AND MINIMUM APPLICATION SIZE

For Retail Individual Investors

The Application must be for a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹2,00,000. In case of revision of Applications, the Retail Individual Investors have to ensure that the Application Price does not exceed ₹2,00,000.

For Other than Retail Individual Investors (Non-Institutional Investors and QIBs)

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of 4,000 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI ICDR Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Investors, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e., the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio). For applications where the proportionate allotment works out to less than 4,000 Equity shares the allotment will be made as follows:

- (a) Each successful applicant shall be allotted 4,000 Equity shares; and
 - (b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
3. If the proportionate allotment to an applicant works out to a number that is not a multiple of 4,000 Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 4,000 Equity shares subject to a minimum allotment of 4,000 Equity shares.
 4. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 4,000 Equity shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the issue specified under the Capital Structure mentioned in this Prospectus.
 5. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
 - (a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
 - (b) The balance net issue of shares to the public shall be made available for allotment to:
 - i) Individual applicants other than retails individual investors; and
 - ii) Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
 - (c) The unsubscribed portion of the net issue to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.
 6. Retail Individual Investors' means an investor who applies for shares of value of not more than ₹2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI ICDR Regulations.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTERS, PROMOTER GROUP AND PERSONS RELATED TO PROMOTERS/PROMOTER GROUP

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. The Promoters, Promoter group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company 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 SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No mutual fund scheme shall invest more than 10% of its net asset value in 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 Applications 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. However, NRIs applying in the Issue through the UPI Mechanism are advised to enquire with the relevant bank where their account is UPI linked prior to submitting their 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).

Participation by Eligible NRIs in the Issue shall be subject to the FEMA Non -Debt Instruments Rules. Only Applications accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment.

In accordance with the FEMA Non-Debt Instruments Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 196 of this Prospectus.

APPLICATION BY FPIs AND FIIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid -up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non -Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Additionally, the aggregate foreign portfolio investment up to 49% of the paid -up capital on a fully diluted basis or the sectoral / statutory cap, whichever is lower, does not require Government approval or compliance of sectoral conditions as the case may be, if such investment does not result in transfer of ownership and control of the resident Indian company from resident Indian citizens or transfer of ownership or control to persons resident outside India. Other investments by a person resident outside India will be subject to conditions of Government approval and compliance with sectoral conditions as laid down in these regulations.

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.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments 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.

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.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, inter alia, the following conditions:

- (a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Issue is advised to use the Application Form for non-residents.

Further, Application received from FPIs bearing the same PAN will be treated as multiple Applications and are liable to be rejected, except for application from FPIs that utilize the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI FPI Regulations (such structure "MIM Structure") provided such application have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple application 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, were 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 names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Applications will be rejected.

APPLICATION BY SEBI REGISTERED AIF, VCF AND 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. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

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.

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:

Equity shares of a company: the lower of 10%⁽¹⁾ 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;

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

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.

(1) The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs.2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs.500,000 million or more but less than Rs.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 Rs25 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 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 a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) 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. 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 financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), 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

SCSBs participating in the Issue is required to comply with the terms of the SEBI circulars nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013 respectively. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public Issues and clear demarcated funds should be available in such account for such applications.

The information set out above is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes to applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that 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 regulations, or as specified in this Prospectus and the Prospectus.

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 Rs250 million (subject to applicable laws) and pension funds with a minimum corpus of Rs250 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.

In accordance with RBI regulations, OCBs cannot participate in the Issue.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after

the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

METHOD AND PROCESS OF APPLICATIONS

The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

TERMS OF PAYMENT

The entire Issue price of ₹30/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

PAYMENT MECHANISM

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Individual Investors shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI ICDR Regulations, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them (iii) the applications accepted but not uploaded by them or (iv) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given along with the Application Forms to Designated Branches of the SCSBs for blocking of funds.
7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
 - (a) Name of the Applicant;
 - (b) IPO Name;
 - (c) Application Form Number;
 - (d) Investor Category;
 - (e) PAN (of First Applicant, if more than one Applicant);
 - (f) DP ID of the demat account of the Applicant;

- (g) Client Identification Number of the demat account of the Applicant;
 - (h) Number of Equity Shares Applied for;
 - (i) Bank Account details;
 - (j) Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - (k) Bank account number
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
 9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
 10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
 11. In case of Non-Retail Individual Investors and Retail Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
 12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in 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 any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
 13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
 14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
 15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

Our company has entered into an Underwriting Agreement dated November 25, 2022 and Addendum dated December 01, 2022.

A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

ISSUANCE OF ALLOTMENT ADVICE IN THE ISSUE

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.

On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

DESIGNATED DATE

On the Designated date, the 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 4 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 relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals; All Applicants should submit their applications through the ASBA process only;
2. Ensure that you have apply within the Price Band;
3. Read all the instructions carefully and complete the Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID and Bank Account Number (UPI ID, as applicable) are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
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 Investors using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
6. Ensure that you (other than Anchor Investors) have mentioned the correct ASBA Account number and such ASBA account belongs to you and no one else if you are not an RII bidding using the UPI Mechanism in the Application Form (with maximum length of 45 characters) and if you are an RII using the UPI Mechanism ensure that you have mentioned the correct UPI ID in the Application Form;
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. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Issue. Retail Individual Investors using the UPI Mechanism shall ensure that the bank with which they have their bank account where the funds equivalent to the Application Amount are available for blocking, is UPI 2.0 certified by NPCI;
8. If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form (for all Applicants other than Retail Individual Investors, bidding using the UPI Mechanism);
9. All Applicants should submit their Applications through the ASBA process only;
10. Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
11. Retail Individual Investors submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Application is listed on the website of SEBI at www.sebi.gov.in;
12. 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;

13. Ensure that you request for and receive a stamped acknowledgement of your application;
14. Retail Individual Investors using the UPI mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
15. Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
16. Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
17. 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;
18. Ensure that the Demographic Details are updated, true and correct in all respects;
19. 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;
20. Ensure that the correct investor category and the investor status is indicated in the Application Form;
21. Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
22. Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
23. Ensure that you use only your own bank account linked UPI ID (only for Retail Individual Investors using the UPI Mechanism) to make an application in the Issue;
24. Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
25. Applicants, other than Retail Individual Investors using the UPI Mechanism, shall ensure that they have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form to the relevant Designated Intermediaries;
26. Ensure that the depository account is active, the correct DP ID, Client ID and the PAN are mentioned in their Application Form and that the name of the Applicant, the DP ID, Client ID and the PAN 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 and PAN available in the Depository database;
27. In case of ASBA Applicants (other than Retail Individual Investors using UPI Mechanism), ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);

28. Once the Sponsor Bank Issues the UPI Mandate Request, the Retail Individual Investors would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;
29. 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;
30. Retail Individual Investors who wish to revise their applications using the UPI Mechanism, should submit the revised Application with the Designated Intermediaries, pursuant to which Retail Individual Investors should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount in the Retail Individual Investors ASBA Account;
31. Retail Individual Investors 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 Investor shall be deemed to have verified the attachment containing the application details of the Retail Individual Investor 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;
32. Retail Individual Investors applied using the UPI Mechanism should mention valid UPI ID of only the applicant (in case of single account) and of the first applicant (in case of joint account) in the Application Form;
33. Retail Individual Investors 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;
34. Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
35. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form;
36. Retail Individual Investors shall 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;
37. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with;
38. UPI Applicants using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Applicants shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019.

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a Price different from the Price mentioned herein or in the Application Form;
3. Do not apply by another Application Form after submission of Application to the Designated Intermediary;
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 submit the Application Forms to any non-SCSB bank or our Company;
7. Do not apply on a physical Application Form that does not have the stamp of the relevant Designated Intermediary;
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;

9. Do not submit more than one Application Forms per ASBA Account;
10. Do not submit the Application Forms to any Designated Intermediary that is not authorised to collect the relevant Application Forms or to our Company;
11. Do not apply for an Application Amount exceeding Rs. 200,000 (for Applications by Retail Individual Investors);
12. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and / or investment limit or maximum number of 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;
13. Do not submit the General Index Register number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
16. If you are a Retail Individual Investor and are using UPI Mechanism, do not submit more than one Application Form for each UPI ID;
17. If you are a Retail Individual Investor 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;
18. 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;
19. Do not submit an application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
20. 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);
21. Do not withdraw your application or lower the size of your application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise their applications during the Issue Period and withdraw their Applicants on or before the Issue Closing Date;
22. Do not apply for shares more than specified by respective Stock Exchanges for each category;
23. 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 Retail Individual Investor using the UPI mechanism;
24. Do not submit incorrect UPI ID details, if you are a Retail Individual Investors applying through UPI Mechanism;
25. If you are a Non-Institutional Investor or Retail Individual Investor, do not submit your application after 3.00 p.m. on the Issue Closing Date;
26. Do not apply if you are an OCB.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the Lead Manager pursuant to the SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see “*General Information – Lead Manager to the Issue*” on page 45 of this Prospectus.

GROUND FOR TECHNICAL REJECTIONS

In addition to the grounds for rejection of Application on technical grounds as provided in the “*General Information Document*” 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 Investors using the UPI Mechanism through an SCSB and/or using a Mobile App or UPI handle, not listed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>;
5. Applications submitted by Retail Individual Investors using third party bank accounts or using a third party linked bank account UPI ID;
6. Applications by HUFs not mentioned correctly as given in the sub-section “Who can Apply?” on page 179 of this Prospectus;
7. Application Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
8. Application submitted without the signature of the First Applicant or sole Applicants;
9. 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 July 29, 2010;
10. GIR number furnished instead of PAN;
11. Application by Retail Individual Investors with Application Amount for a value of more than Rs. 200,000;
12. Applications by person who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Applications by Applicants (who are not Anchor Investors) accompanied by cheques or demand drafts;
14. Applications accompanied by stock invest, money order, postal order or cash;
15. Application by OCB.

For further details of grounds for technical rejections of Application Form, please refer to the General Information Document and UPI Circulars.

For details of instruction in relation to the Application Form, please refer to the General Information Document and UPI Circulars.

INVESTOR GRIEVANCE

In case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “*General Information*” on page 45 of this 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.

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, for fraud involving an amount of at least Rs 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than Rs 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to Rs 5 million or with both.

DEPOSITORY ARRANGEMENTS

The Allotment of the Equity Shares in the Issue shall be only in a dematerialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Issue:

1. Agreement dated November 15, 2022 among NSDL, our Company and the Registrar to the Issue.
2. Agreement dated November 24, 2022 among CDSL, our Company and Registrar to the Issue.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

1. the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
2. 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 within such other time period prescribed by SEBI will be taken;
3. the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
4. if Allotment is not made within six working days from the Issue Closing Date or such other prescribed timelines under applicable laws, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;
5. where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. that if our Company do not proceed with the Issue after the Issue Closing Date but prior to Allotment, 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 shall be informed promptly;
7. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with SEBI/Stock Exchange, in the event our Company or subsequently decide to proceed with the Issue;
8. adequate arrangements shall be made to collect all Application Forms from Applicants;
9. the Promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public.

UTILISATION OF NET PROCEEDS

Our Board certifies that:

1. all monies received out of the Fresh Issue shall be credited/transferred to a separate bank account other than the bank account referred to in sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
3. details of all unutilised monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested.
4. the utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
5. the details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised 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. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued, issued the Consolidated FDI Policy Circular of 2020 (“**FDI Policy**”), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI SAST Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Issue shall be on the basis of the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Nondebt 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, 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 foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India.

As per the FDI policy, FDI in companies engaged in the retail trading sector, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “*Issue Procedure*” on page 175 of this Prospectus. 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 in writing about such approval along with a copy thereof within the Issue Period.

The Equity Shares issued in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be issued 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 of the United States. Accordingly, the Equity Shares are only being issued and sold only outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Issue and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Note: By a Special Resolution passed at the Extraordinary General Meeting of the Shareholders of PNGS Gargi Fashion Jewellery Limited (the “**Company**”) held on 26th September, 2022, these Articles were adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of the Company.

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION

OF

* PNGS GARGI FASHION JEWELLERY LIMITED

- 1) No regulations contained in Table “F” to the Companies Act, 2013 (“Table F”) as are applicable to a public company limited by shares, shall apply to the company so far as they are not inconsistent with any of the provisions contained in these articles or modifications thereof and only to the extent that there is no specific provision in these articles. In case of any conflict between the provisions of these articles and table F, the provisions of these articles shall prevail.

INTERPRETATION

In the interpretation of these Articles the following expressions shall have the following meanings, unless repugnant to the subject or context:

THE ACT

“The Act” means the Companies Act, 2013 and the rules and regulations prescribed thereunder, as now enacted or as amended from time to time and shall include any statutory modification or re-enactment thereof for the time being in force.

ARTICLES

The “Articles” or “Articles of Association” means these articles of association of the Company or as altered from time to time.

BENEFICIAL OWNER

Beneficial owner shall mean the beneficial owner as defined in Clause (a) of Sub-Section (1) of Section 2 of the Depositories Act, 1996

*Vide special resolution passed in the Extra Ordinary General Meeting of the Company held on 26 September 2022 and subject to the approval of Registrar of Companies, Pune

BOARD OR BOARD OF DIRECTORS

“Board” or “Board of Directors” means the board of directors of the Company, as constituted from time to time.

CHAIRMAN

“The Chairman” means the Chairman of the Board of Directors / Committee for the time being of the Company.

THE COMPANY OR THIS COMPANY

“The Company” or “This Company” means **PNGS GARGI FASHION JEWELLERY LIMITED**, a public company limited by shares incorporated under the Companies Act, 2013.

RULES

Rules means the applicable rules for the time being in force as prescribed under relevant sections of the Act.

EXECUTOR OR ADMINISTRATOR

“Executor” or “Administrator” means a person who has obtained probate or letter of administration, as the case may be, from a competent Court.

MONTH

“Month” means a calendar month.

OFFICE

“Office” means the registered office for the time being of the Company.

PERSONS

“Persons” includes individuals, any company or association or body of individuals whether incorporated or not.

SEAL

“Seal” means the Common seal for the time being of the Company.

YEAR

“Year” means the calendar year, and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

GENDER

Words importing the masculine gender also include the feminine gender.

SINGULAR NUMBER

Words importing the singular number include, where the context admits or requires the plural number and vice versa.

EXPRESSION IN THE ACT TO BEAR THE SAME MEANING IN ARTICLES

Unless the context otherwise requires, words and expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof for the time being in force at the date on which these Articles become binding on the Company. In these Articles, all capitalized items not defined herein below shall have the meanings assigned to them in the other parts of these Articles when defined for use.

Notwithstanding anything contained in these Articles, any reference to a “person” in these Articles shall, unless the context otherwise requires, be construed to include a reference to a body corporate or an association, any individual, company, partnership, joint venture, firm, trust or body of individuals (whether incorporated or not).

2) PUBLIC COMPANY

The company is a public company as defined in Section 2(71) of the Act.

CAPITAL, SHARES AND CERTIFICATES

3) CAPITAL

- a) The Authorised Share Capital of the Company is as stated in the **Clause V** of the Memorandum of Association with the rights, privileges and conditions attached thereto as provided in law for the time being in force with powers to the Company to issue share capital as provided under Section 43 of the Act and divide share capital for the time being of the Company into several classes / kinds (being those specified in the Act) and to attach thereto respectively such preferential, qualified, differential or special rights, privileges or conditions as may be determined by or in

accordance with the law or the Articles of Association of the Company for the time being in force and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the law for the time being in force or provided by the Articles of Association of the Company.

- b) Subject to the provision of the Act and Rules and these articles the Board may issue and allot shares in the Capital of the Company in consideration of payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business or as sweat equity and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than cash and if so issued shall be deemed to be fully paid or partly paid up shares as the case may be.

4) INCREASE OF CAPITAL BY THE COMPANY

The Company in general meeting may, by ordinary resolution from time to time, increase the capital by creation of new shares and of such aggregate amount and to be divided into shares of such respective amounts as the resolution shall prescribe. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe, and in particular, such shares may be issued with a preferential or qualified right to

dividends and in the distribution of assets of the Company and with a right of voting at a general meeting of the Company in conformity with Sections 47 of the Act.

5) ISSUE OF SECURITIES

Subject to the provisions of the Act and the rules and other applicable laws the company shall have the right to issue any kind of shares/ securities / warrants having such rights as to conversion, redemption or otherwise and other terms and conditions and for consideration in cash or in consideration of any property or asset of any kind wherever sold or transferred goods or machinery supplied or for services rendered to the Company in the conduct of its business.

6) ISSUE OF REDEEMABLE PREFERENCE SHARES

Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more class which are liable to be redeemed or converted into equity shares on such terms and conditions and in such manner as may be determined by the Board in accordance with the Act and the Rules.

7) SHARES UNDER THE CONTROL OF THE DIRECTORS

Subject to the Section 62 of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the 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 either at a premium or at par or at a discount (subject to the compliance with the provision of Section 53 of the Act) and at such times as they may from time to time think fit and proper, and with full power of the sanction of the Company in General Meeting, to give to any Person the option or right to call for any shares either at par or at a premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up shares and is so issued, shall be deemed to be fully paid up shares.

Provided that the option or right to call of shares shall not be given to any persons except with the sanction of the Company in General Meeting.

8) PURCHASE / BUY BACK OF SHARES

(a) Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other laws for the time being in force, the Company shall be entitled to purchase its own shares or other specified securities on such terms as deemed fit.

(b) Subject to all applicable provisions of the Act or any other laws for the time being in force, the Company shall also be entitled to provide loan or any financial assistance to any person to purchase shares or securities of the Company.

9) REDUCTION OF CAPITAL

The Company may (subject to the provisions of Section 52, 55 and 66 and other applicable provisions, if any, of the Act) from time to time by special resolution, reduce (a) its share capital, (b) any capital redemption, reserve account, or (c) any share premium account in any manner and with and subject to any incidents, authorise the consent required by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. The Article is not to derogate from any power the Company would have if it were omitted.

10) CONSOLIDATION, DIVISION, SUB-DIVISION AND CANCELLATION OF SHARES

Subject to the provisions of Section 61 of the Act, the Company in general meeting may from time to time by an ordinary resolution alter the conditions of its Memorandum as follows:

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division, the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (c) Cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled. A cancellation of shares in pursuance of this sub-clause shall not be deemed to be a reduction of share capital within the meaning of the Act.

Whenever the Company shall do any one or more of the things provided for in the foregoing sub-clauses (a), (b) and (c) the Company shall, within thirty days thereafter, give notice thereof to the Registrar as required by Section 64 of the Act specifying, as the case may be, the share consolidated, divided, sub-divided or cancelled.

11) MODIFICATION OF RIGHTS

- (i) Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 48 of the Act, be varied, modified, commuted, affected or abrogated, or dealt with, with the consent in writing of the holders of not less than three-fourths of the issued capital of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of shares of that class, and all the provisions hereafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This Article, is not to derogate from any power the Company would have if this Article was omitted.
- (ii) The rights conferred upon the holders of the shares (including preference shares, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu there with.

12) ISSUE OF FURTHER SHARES NOT TO AFFECT RIGHTS OF EXISTING MEMBERS

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 pari passu therewith.

13) FURTHER ISSUE OF SHARE CAPITAL

- (a) Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—
 - i. to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:-
 - a. the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;

- b. the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in clause (i) above shall contain a statement of this right; and
- c. after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Members and the Company.

Nothing in sub - clause (c) above shall be deemed:

- (1) to extend the time within which the offer should be accepted; or
 - (2) to authorise any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.
- ii. to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or
 - iii. to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in clause (i) or clause (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules.
- (b) The notice referred to in sub-clause a. of clause (i) of sub-article (a) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.
 - (c) Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company:

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.
 - (d) The provisions contained in this Article shall be subject to Section 42 and Section 62 of the Act, the Rules and the applicable provisions of the Act.
 - (e) Provided that notwithstanding anything hereinbefore contained the further shares aforesaid may be offered to any persons, whether or not those persons include the persons referred in this Article 8, in any manner whatsoever,
 - i. if a Special Resolution to that effect is passed by the Company in General Meetings, or
 - ii. where no such Special Resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that General Meeting (including the casting vote, if any, of the Chairman) by the Members who, being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the Central Government is satisfied on an application made by the Board of Directors in this behalf that the proposal is most beneficial to the Company.

- 14)** A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

15) ISSUE OF SHARES TO EMPLOYEES

Subject to applicable rules and regulation, the Directors may allot and issue shares as Sweat Equity shares or under Employees Stock Option Scheme. The Board of Directors of the Company is authorised absolutely at their sole discretion to determine the terms and conditions of issue of such shares and modify the same from time to time.

16) LIABILITY OF MEMBERS

Every member, or his heirs, executors or administrators to the extent of his assets which come to their hands, shall be liable to pay to the Company the portion of the capital represented by his share or shares which may, for the time being, remain unpaid thereon in such amounts, at such time or times, and in such manner as the Board of Directors shall from time to time, in accordance with the Company's regulations, require or fix for the payment thereof.

17) SHARE CERTIFICATES

- (a) The Company shall cause to be kept a register of members in accordance with Section 88 of the Act.

Every person whose name is entered as a member in the register of members shall be entitled to receive, within three months after allotment (or within such other period as the conditions of issue shall provide), or within fifteen days after the application for the registration of transfer or transmission is received by the Company, without payment, certificate for all the Shares registered in his name, every share certificate specifying the name of the person in whose favour it is issued, the share certificate number and the distinctive number(s) of the shares to which it relates and the amount paid up thereon. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in case of issues against letters of acceptance or of renunciation or in cases of issue of bonus shares provided that if the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as it thinks fit, as to evidence and indemnity and the payment of out of pocket expenses incurred by the Company in investigating the evidence.

- (b) Certificate of title to shares shall be issued under the seal of the Company, if any and shall be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re-enactment thereof for the time being in force. Printing of blank forms to be used for issue of Share Certificates and maintenance of books and documents relating to issue of Share Certificates shall be in accordance with the provisions of aforesaid rules. Such Certificates of title to shares shall be completed and kept ready for delivery within two months after the allotment unless the conditions of issue of shares provide otherwise.
- (c) Any two or more joint allottees or holders of share shall, for the purpose of this Article, be treated as a single member and the certificate of any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them. 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 the certificate for a share to one of several joint shareholders shall be sufficient delivery to all such holder.

If the Company has not effected transfer of securities within 15 days or where the Company has failed to communicate to the transferee(s) any valid objection to the transfer, within the stipulated time period of 15 days, the

Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay. Further, in relation to the aforementioned period of delay the Company shall provide all benefits, which have accrued, to the holder of securities in terms of provisions of Section 126 of the Act, and Section 27 of the Securities Contracts (Regulation) Act, 1956.

18) FRACTIONAL CERTIFICATES

- (a) If and whenever, as a result of issue of new shares on consolidation or sub-division of shares, any member becomes entitled to any fractional part of a share, the Directors may subject to the provisions of the Act and these Articles and to the directions, if any, of the Company in General Meeting:-
- (i) Issue to such member fractional certificate or certificates representing such fractional part. Such fractional certificate or certificates shall not be registered, nor shall they bear any dividend until exchanged with other fractional certificates for an entire share. The Directors may, however, fix the time within which such fractional certificates are to be exchanged for an entire share and may extend such time and if at the expiry of such time, any fractional certificates shall be deemed to be canceled and the Directors shall sell the shares represented by such canceled fractional certificates for the best price reasonably obtainable or
- (ii) to sell the shares represented by all such fractional parts for the best price reasonably obtainable.

- (b) In the event of any shares being sold, in pursuance of sub-clause (a) above, the Directors shall pay and distribute to and amongst the persons entitled, in due proportion the net sale proceeds thereof.
- (c) For the purpose of giving effect to any such sale, the Directors may authorise any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see to the application of purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the same.
- (d) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

19) RENEWAL OF SHARE CERTIFICATE

No certificate of any share or shares shall be issued either in exchange for those which are sub-divided or consolidated or in replacement of those which are defaced, torn, or old, decrepit, worn out, or where the pages on the reverse for recording transfers have been duly utilised unless the certificate in lieu of which it is issued is surrendered to the Company.

Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfers have been fully utilised.

Provided further that in case of any share Certificate being lost or destroyed or if there be no further space on the bank for endorsement of transfer, the Company may issue a duplicate certificate in place of the Certificate so lost or destroyed on such terms as to evidence out of pocket expenses in regard to investigation of such evidence and on execution of indemnity as the Board may determine.

The Company shall issue certificates or receipts or advices, as applicable, of subdivision, split, consolidation, renewal, exchanges, endorsements, issuance of duplicates thereof or issuance of new certificates or receipts or advices, as applicable, in cases of loss or old decrepit or worn out certificates or receipts or advices, as applicable within a period of thirty days from the date of such lodgement.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulation or requirements of any stock exchanges or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this behalf.

The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

20) COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN REGISTERED HOLDER

Except as ordered by a Court of competent jurisdiction or as by law required the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles expressly provided) any right in respect of a share other than an absolute right thereto/ in accordance with these Articles, in the person whose name appears in the Register of Members as holder of shares or whose name appears as the Beneficial owner of the shares in the records of the Depository, but the Board shall be at liberty at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

21) COMPANY ENTITLED TO DEMATERIALISE ITS SHARES AND SECURITIES

Notwithstanding anything contained in the Articles of Association the Company shall be entitled to dematerialize its shares, debenture and other securities for subscription in a dematerialised form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in material and dematerialised form in any media as permitted by law including any form of electronic media.”

22) GENERAL AUTHORITY

Where in the said Act, it has been provided that a Company shall have any right, privilege or authority or that a Company could carry out any transactions only if the Company is so authorized by its Articles, in every such case this Regulation hereby authorizes and empowers the Company or its Directors to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific

Regulation in that behalf herein provided. Following are a few illustrations of such rights, privileges, authorities and transactions as set out with relevant Section numbers from the Act:

- Section 40: to pay commission on issue of Shares and Debentures
- Section 43: to issue shares with differential voting rights
- Section 48: to alter rights of holders of special class of shares
- Section 50: to accept amount on share capital although not called up
- Section 51: to pay dividend in proportion to amount paid-up
- Section 55: to issue Redeemable Preference Shares.
- Section 61: to alter the share capital of the Company
- Section 42 / 62: to issue shares on preferential basis
- Section 63: to issue Bonus Shares
- Section 68: to buy back the shares of the Company
- Section 88: to keep foreign register of Members of debenture holders
- Section 161: to appoint additional, alternate and nominee Directors

The above authority does not include rights, privileges, authorities under Section 163 of the Act.

23) POWER TO PAY COMMISSION IN CONNECTION WITH SECURITIES ISSUED

1. The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.
2. The rate or amount of the commission shall not exceed the rate or amount prescribed in the Act and the Rules.
3. 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.

24) BROKERAGE

The Company may on any issue of shares, debentures or any other securities pay such brokerage or commission as may be prescribed under the Act.

CALLS

25) DIRECTORS MAY MAKE CALLS

Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, by a Resolution passed at a meeting of the Board (and not by a circular resolution) make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares, whether on account of the nominal value of the shares or by way of premium, held by them respectively and not by conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the person or persons and at the times and places appointed by the Board of Directors. A call may be made payable by installments. A call may be postponed or revoked as the Board may determine.

26) NOTICE OF CALLS

At least Fourteen (14) days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.

27) CALLS TO TAKE EFFECT FROM THE DATE OF RESOLUTION

A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as shall be fixed by the Board of Directors.

28) CALLS ON SHARES OF SAME CLASS TO BE ON UNIFORM BASIS

All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of different class having the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

29) DIRECTORS MAY EXTEND TIME

The Board of Directors may, from time to time at its discretion, extend the time fixed for the payments of any call, and may extend such times as to all or any of the members who, on account of residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension, but no member shall be entitled to such extension as of right except as a matter of grace and favour.

30) AMOUNT PAYABLE AT FIXED TIME OR BY INSTALMENTS TO BE TREATED AS CALLS

If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by instalments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or instalment shall be payable by the person who for the time being and from time to time is or shall be the registered holder of the shares or legal representative of a deceased Registered

Share Holder, as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.

31) DEPOSIT AND CALL, ETC. TO BE DEBT PAYABLE

The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them, shall, immediately on the inscription of the name of the allottee in the register of members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

32) INTEREST ON CALL OR INSTALMENT

If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being or allottee of the share in respect of which the call shall have been made or the installment shall be due, shall pay interest on the same at the rate as may be determined by the Board from the due date appointed for the payment thereof till the time of actual payment. However, the Directors may waive payment of such interest wholly or in part.

33) PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time-to-time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

34) PAYMENT IN ANTICIPATION OF CALLS MAY CARRY INTEREST

- (a) The Board of Directors may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any member willing to advance the same, all or any part of the amount due upon the shares held by him beyond the sums actually called for and upon the moneys so paid in advance or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made, the Company may pay or allow interest, at such rate not exceeding, unless the Company in general meeting shall otherwise direct, nine (9) per cent per annum

as the member paying the sum in advance and the Board of Directors agree upon. The Board of Directors may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to such members three months notice in writing.

(b) No member paying any-such sum in advance shall be entitled to voting rights or dividend or to participate in profits in respect of the moneys so paid by him until the same would but for such payment, become presently payable.

35) The provisions of these Articles relating to calls on shares shall mutatis mutandis apply to any other securities including debentures of the Company.

LIEN

36) COMPANY TO HAVE LIEN ON SHARES/ DEBENTURES

The Company shall have a first and paramount lien upon all shares/debentures (other than fully paid up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof, for all moneys (whether presently payable or not), called or payable at a fixed time in respect of such shares/debentures and no equitable interests in any such share/debentures shall be created except upon the footing and condition that this Article is to have full legal effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of shares/ debentures.

Unless otherwise agreed, the registration of a Transfer of such shares/ debentures shall operate as a waiver of the Company's lien if any, on such shares/ debentures. PROVIDED THAT the Board of Directors may, at any time, declare any share/ debentures to be wholly or in part exempt from the provisions of this Article.

37) AS TO ENFORCING LIEN BY SALE

The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien for the purpose of enforcing the same. 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. For the purpose of such sale the Board may cause to be issue a duplicate certificate in respect of such shares and may authorise one of the members to execute a transfer thereof on behalf of and in the name of such members.

38) TRANSFER OF SHARES SOLD UNDER LIEN

- (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereto;
- (2) The Purchaser shall be registered as the holder of the shares comprised in any such transfer;
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.
- (4) 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.

39) APPLICATION OF PROCEEDS OF SALE

- (1) The net proceeds of any such sale shall be received by the Company and applied in or towards such part of the amount in respect of which the lien exists as is presently payable, and
- (2) The residue, if any, shall be paid to the person entitled to the shares at the date of the sale (subject to a like lien for sums not presently payable as existed on the share before the sale).

40) OUTSIDER'S LIEN NOT TO AFFECT COMPANY'S LIEN

In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

- 41) The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

JOINT HOLDERS

42) THE FIRST NAMED OF JOINT HOLDERS DEEMED SOLE HOLDER

If any share stands in the names of two or more persons, first named in the Register shall, as regards receipts of dividends or bonus or service of notices and all or any other matter connected with the Company, except voting at meeting and the transfer of the shares, be deemed the sole holder thereof but the joint holder of a share shall, severally as well as jointly, be liable for the payment of all installments and calls due in respect of such share, and for all incidents thereof according to the Company's regulations.

- 43) Where two or more persons are registered as the holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship subject to the following and other provisions contained in these articles:-

NOT MORE THAN FOUR

- (a) The Company shall not be bound to register more than four persons as the holders of any share.
- (b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all installments, calls and other payments which ought to be made in respect of such share.

TITLE OF SURVIVORS

- (c) On the death of any of such joint holder the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

RECEIPT OF ONE SUFFICIENT

- (d) Any one of such joint holders may give effectual receipts of any dividends or other moneys payable in respect of such share.

DELIVERY OF CERTIFICATE AND GIVING OF NOTICE

- (e) Only the person whose name stands first in the Register of Members as one of the joint holders of any share unless otherwise directed by all of them in writing shall be entitled to delivery of certificate relating to such share or to receive any documents from the Company and any document served on or sent to such person shall be deemed service on all the joint holders.
- (f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

FORFEITURE OF SHARES

44) IF MONEY PAYABLE ON SHARES NOT PAID NOTICE TO BE GIVEN TO MEMBER

If any member fails to pay any call or any installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter, give notice to

him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

45) ALLOTMENT MONEY SHALL BE DEEMED TO BE A CALL

For the purpose of provisions of these presents relating to forfeiture of shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such share on the day of allotment.

46) EFFECT OF NONPAYMENT OF SUMS

In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

47) FORM OF NOTICE

The notice shall name a day (not being less than fourteen(14) days from the date of the notice) and a place or places on and at which such call or installment and such interest thereon at such rate and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place appointed the shares in respect of which the call was made or installment is payable will be liable to be forfeited.

48) IN DEFAULT OF PAYMENT SHARES TO BE FORFEITED

If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given may at any time thereafter before payment of all calls or installments interest and expenses due in respect thereof, be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect by the forfeited shares and not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

49) NOTICE OF FORFEITURE TO A MEMBER

When any share shall have so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forth with be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.

50) FORFEITED SHARE TO BE THE PROPERTY OF THE COMPANY AND MAY BE SOLD ETC.

Any share so forfeited, shall be deemed to be the property of the Company and may be sold, reallocated or otherwise disposed of, either to the original holder or to any other person, upon such terms and in such manner as the Board of Directors shall think fit.

51) CANCELLATION OF FORFEITURE

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

52) MEMBER STILL LIABLE TO PAY MONEY OWING AT THE TIME OF FORFEITURE AND INTEREST

Any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay, and shall forthwith pay to the Company on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment, at such rate not exceeding twelve (12) per cent per annum as the Board of Directors may determine and the Board of Directors may enforce the payment of such moneys or any part thereof, if they think fit, but shall not be under any obligation so to do.

53) EFFECT OF FORFEITURE

The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in, and all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.

54) VALIDITY OF FORFEITURE

- 1) A duly verified declaration in writing that the declarant is a Director, the Managing Director or the Manager or Secretary of the Company, and that a share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration shall be conclusive evidence of the facts stated as against all persons claiming to be entitled to the share.
- 2) The Company may receive the consideration if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- 3) The person to whom such share, is sold, re-allotted or disposed of shall thereupon be registered as the holder of the share;
- 4) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interest and bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment.
- 5) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the share.

55) CANCELLATION OF SHARE CERTIFICATES IN RESPECT OF FORFEITED SHARES

Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the Certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new certificate in respect of the said shares to the persons entitled thereto.

56) VALIDITY OF SALES

Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares, the validity of the sale shall not be impeached by any person.

57) SURRENDER OF SHARES

The Directors may, subject to the provisions of the Act, accept a surrender of any share from or for any member desirous of surrendering on such terms as they think fit.

- 58)** The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSFER AND TRANSMISSION OF SHARES

59) INSTRUMENT OF TRANSFER TO BE EXECUTED BY TRANSFEROR AND TRANSFEREE

- 1) For shares in physical form, the instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.
- 2) 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.

- 3) The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.

60) BOARD MAY REFUSE TO REGISTER TRANSFER

- (a) Subject to the provisions of Sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any securities or interest of a shareholder in the Company. Further, subject to the provisions of Section 56 of the Act and section 22A and other relevant provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Board may, at its absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal shall not be affected by the circumstances that the proposed transferee is already a shareholder of the Company. The Board shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, giving reasons for such refusal.

Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares / debentures in whatever lot shall not be refused.

61) BOARD MAY DECLINE TO RECOGNIZE INSTRUMENT OF TRANSFER

In case of shares held in physical form, without prejudice to the other requirements of the Act and the Rules, the Board may decline to recognize any instrument of transfer unless –

- a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- 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.

62) TRANSFER OF SHARES WHEN SUSPENDED

On giving of previous notice of at least seven (7) days or such lesser period in accordance with the Act 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 (30) days at any one time or for more than forty- five (45) days in the aggregate in any year.

63) TRANSFER OF PARTLY PAID SHARES

Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the date of receipt of the notice.

64) TRANSFER TO MINORS, ETC.

- (a) No share shall in any circumstances be transferred to an insolvent or a person of unsound mind.
- (b) A minor may be admitted and registered as a member of the Company in respect of any fully paid up share or shares in his or her name. The father or the mother of a minor or a guardian appointed by a competent court shall have a right to represent and act for the minor in all respects including voting and/or giving proxy in respect of any share or shares held by such minor.

65) THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF A TRANSFER

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in

the register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

66) TITLE TO SHARES OF DECEASED MEMBER

The executors or administrators of a deceased member or the holder of a succession certificate or the legal representatives in respect of the shares of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to the shares registered in the names of such members, and the Company shall not be bound to recognise such executors or administrators or holders of a succession certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Probate or Letters of Administration, or Succession certificate, as the case may be, from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board may upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register under Article 66 the name of any person, who claims to be absolutely entitled to the shares standing in the name of a deceased member, as a member.

67) TITLE TO SHARES ON DEATH OF A MEMBER

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 recognized by the Company as having any title to his interest in the shares.

68) ESTATE OF DECEASED MEMBER LIABLE

Nothing in clause 68 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.

69) TRANSMISSION CLAUSE

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.

70) BOARD'S RIGHT UNAFFECTED

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.

71) INDEMNITY TO THE COMPANY

The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.

72) BOARD'S RIGHT UNAFFECTED

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.

73) NO FEE ON TRANSFER OR TRANSMISSION

No fee shall be charged for registration of transfer, grant of probate, Succession Certificate and Letters of Administration, Certificates of Death or Marriage, Power of Attorney or similar other documents.

- 74) Notwithstanding anything contained in the Articles of Association, in the case of transfer of shares or other marketable securities, where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.”
- 75) The provisions of these Articles relating to transfer & transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

MEETINGS OF MEMBERS

76) ANNUAL GENERAL MEETING

The Company shall in each calendar year hold in addition to any other meetings. Not more than 15 (fifteen) months shall elapse between the date of one annual general meeting of the Company and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the registrar under the provisions of Section 96 of the Act to extend the time within which any annual general meeting may be held. Every annual general meeting shall be called during business hours on a day that is not a national holiday, and shall be held either at the registered office or at some other place within the city in which the registered office of the Company is situate, as the Board may determine.

77) EXTRAORDINARY GENERAL MEETING

All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

The Directors may, whenever they think fit, convene an extra-ordinary general meeting.

The Board shall on the requisition of such number of member or members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an extra-ordinary general meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act shall for the time being apply.

A general meeting of the Company may be convened by giving not less than clear 21 (twenty-one) days' notice either in writing or through electronic mode in such manner as prescribed under the Act, provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than 95% (ninety-five percent) of the members entitled to vote at such meeting. Notice of every general meeting shall be given to the members and to such other person or persons as required by and in accordance with Section 101 and 102 of the Act and it shall be served in the manner authorized by Section 20 of the Act

78) QUORUM

- 1) 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.
- 2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.
- 3) The quorum for a general meeting shall be as provided in the Act.

79) CHAIRMAN OF GENERAL MEETING

The chairman (If any) of the Company shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no such chairman of the Board, or if at any Meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he shall be unable or unwilling to take the Chair then the Members present shall elect another Director as chairman, and if no Director be present or if all the Directors present decline to take the Chair, then the Members present shall elect one of their member to be the chairman.

80) BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILST CHAIR VACANT

No business shall be discussed at any general meeting except the election of a Chairman whilst the chair is vacant.

81) CHAIRMAN MAY ADJOURN MEETING

- (1) The Chairman, suo moto, adjourn the meeting from time to time and from place to place.
- (2) In the event a quorum as required herein is not present within 30 (thirty) minutes of the appointed time, then subject to the provisions of Section 103 of the Act, the general meeting shall stand adjourned to the same place and time 7 (seven) days later, provided that the agenda for such adjourned general meeting shall remain the same. The said general meeting if called by requisitionists under Article 82 herein read with Section 100 of the Act shall stand cancelled.
- (3) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (4) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (5) The required quorum at any adjourned general meeting shall be the same as that required at the original general meeting.
- (6) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

82) CHAIRMAN'S DECLARATION OF RESULT OF VOTING ON SHOW OF HANDS

A declaration by the Chairman that on a show of hands, a resolution has or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of votes in favour or against such resolution.

83) CHAIRMAN'S CASTING VOTE

In the case of an equality of votes the chairman shall both on a show of hands and a poll (if any) have a casting vote in addition to the vote or votes to which he may be entitled as a member.

84) VOTING THROUGH ELECTRONIC MEANS

A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

85) MEMBERS PAYING MONEY IN ADVANCE NOT TO BE ENTITLED TO VOTE IN RESPECT THEREOF

A member paying the whole or a part of the amount remaining unpaid on any share held by them although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable.

86) NUMBER OF VOTES TO WHICH MEMBER ENTITLED

i) Subject to the provisions of the Act these Articles and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company, every Member, shall be entitled to vote in the manner prescribed under the Act and Articles.

ii) Subject to the provisions of this Act and this Articles any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

iii) Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

87) VOTING IN PERSON OR BY PROXY

Subject to the provisions of these Articles a member entitled to attend and vote at a general meeting is entitled to appoint a proxy to vote and attend meeting on his behalf and the proxy so appointed shall have no right to speak at the meeting.

88) MEMBERS IN ARREARS NOT TO VOTE

No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.

89) MINUTES OF PROCEEDINGS OF MEETINGS AND RESOLUTIONS PASSED BY POSTAL BALLOT

The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed under the Act and the Rules

90) INSPECTION OF MINUTE BOOKS OF GENERAL MEETING

The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

- a) be kept at the registered office of the Company; and
- b) be open to inspection of any member without charge, during 2 p.m. (IST) to 4.30 p.m. (IST) on all working days.

91) MEMBERS MAY OBTAIN COPY OF MINUTES

Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause No. 88 above:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

92) POWERS TO ARRANGE SECURITY AT MEETINGS

The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

DIRECTORS

93) NUMBER OF DIRECTORS

- a) Until otherwise determined by a general meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (excluding Debenture Directors, Government Directors, Ex-officio Directors, if any) shall be not less than 3 and not more than 15.

b) The first Directors of the Company shall be:

- 1) **Mr. Vishvas Vasant Bokil – RESIGNED W.E.F. 15.09.2022**
- 2) **Mr. Emidio Joseph Gomes – RESIGNED W.E.F. 30.03.2011**
- 3) **Mr. Sunil Ivan Gomes - RESIGNED W.E.F. 30.03.2011**
- 4) **Mr. Shailesh Sharad Bagaitkar - RESIGNED W.E.F. 15.09.2022**

5) Mr. Shailesh Dilip Indapurkar - RESIGNED W.E.F. 30.03.2011

6) Mr. Amit Purushottam Punde - RESIGNED W.E.F. 30.03.2011

The above named directors are the first directors of the Company and they shall not be liable to retire by rotation.

c) The present directors of the Company are:

1) Govind vishwanath Gadgil – DIN - 00616617 - Director

2) Amit yeshwant modak-DIN - 00396631 - Director

3) Aditya amit modak-DIN – 09237633 - Director

d) Mr. Govind Vishwanath Gadgil shall not be liable to retire by rotation. He shall hold the office until he resigns on his own accord.

94) DIRECTORS NOT LIABLE TO RETIRE BY ROTATION

The shareholders/ members shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation subject to compliance of the Act and the Rules made thereunder.

Subject to provisions of the relevant laws and these Articles, not less than 2/3rd of the total number of Directors for the time being shall be those whose period of office is liable for determination of retirement by rotation. For the purposes of this article, the total number of Directors shall not include independent directors, whether appointed under the Act or any other law for the time being in force, on the Board of our Company.

95) SAME INDIVIDUAL MAY BE CHAIRPERSON AND MANAGING DIRECTOR/ CHIEF EXECUTIVE OFFICER

The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

96) (a) APPOINTMENT OF ALTERNATE DIRECTOR

The Board may appoint an Alternate Director to act for a Director (hereinafter called “the original Director”) during his absence for a period of not less than three months from the India which meetings of the Board are ordinarily held. Every such Alternate Director shall, subject to his giving to the Company an address in India at which notice may be served on him, be entitled to notice of meeting of Directors and to attend and vote as a Director and be counted for the purposes of a quorum and generally at such meetings to have and exercise all powers and duties and authorities of the original Director. The Alternate Director appointed under this Article shall vacate office as and when original Director returns to the India in which meetings of the Board are ordinarily held. If the terms of office of the original Director is determined before he returns to the India in which meetings of the Board are ordinarily held, any provision in the Act or in this Article for the automatic re-appointment of retiring Director in default of another appointment shall apply to the original Director and not to the Alternate Director.

(b) APPOINTMENT OF SPECIAL DIRECTOR

(i) The Company shall, subject to the provisions of the Act, be entitled to agree with the Central or State Government, or any person, firm, corporation or authority that he or it shall have the right to appoint his or its nominees on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Special Directors. Special Directors shall be entitled to hold office until requested to retire by authority, person, firm or Corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Special Director vacates office, whether upon request as aforesaid or by death, resignation or otherwise, the authority, person, firm or Corporation who appointed such Special Director may, if the agreement so provides, appoint another Director in his place.

(ii) The Special Directors, appointed under sub-clause (i) above, shall be entitled to hold office until requested to retire by the person, firm or Corporation who may have appointed them and will not be bound to retire by

rotation. As and whenever a Special Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm or Corporation who have appointed such special Director may appoint any other Director in his place. The special Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid a Special Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.

(c) APPOINTMENT OF DEBENTURE DIRECTORS

Any Trust Deed for securing debentures or debenture stocks may, if so agreed, provide for the appointment, from time to time, by the Trustees thereof, or by the holders of debentures or debenture stocks, of some person to be a Director of the Company and may empower such Trustees or holder of debentures or debentures stocks, from time to time, to remove and re-appoint any Director so appointed. The Director so appointed under this Article herein referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provision as may be agreed between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

(d) APPOINTMENT OF NOMINEE DIRECTORS

- (i) Notwithstanding anything to the contrary contained in these Articles, so long as any money remain owing by the Company to financial institutions, financing company or body or credit corporation, out of any loans granted by them to the Company or so long as the financial institution, financing company or body corporate or Credit Corporation (each of the financial institutions, financing company or body or credit corporation is hereinafter in this Article referred to as "The Corporation") continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, wholtime or non-wholtime, (which Directors or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their place/s in terms of the agreement executed with such Corporation/ provisions of the respective statute/ or otherwise agreed to by the Board.
- (ii) The Board of Directors of the Company shall have no power to remove from office the nominee Director/s. At the option of the Corporation, such Nominee Director/s shall not be required to hold any share qualification in the Company. Also, at the option of the Corporation, such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
- (iii) The Nominee Director/s so appointed shall hold the said office only so long as any money remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability or the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the money owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of the Guarantee furnished by the Corporation.
- (iv) The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend to General Meetings, Board Meetings and of the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- (v) The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, money or remuneration in any form is payable to the Directors of the Company, the fees, commission, money and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation.
- (vi) Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s. Provided that if any such Nominee Director/s is an Officer of the

Corporation, the sitting fees in relation to such Nominee Director/s shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation or as per rules and regulations/agreement entered into with such corporation

- (vii) In the event of the Nominee Director/s being appointed as Whole-time Director/s, such Nominee Director/s shall exercise such powers and have such rights as are usually exercised or available to a whole-time Director in the management of the affairs of the Company. Such Wholetime Director/s shall be entitled to receive such remuneration, fees, commission and money as may be approved by the Corporation.

97) DIRECTORS MAY FILL VACANCIES

The Directors shall have power at any time and from time to time to appoint any person to be a Director to fill a casual vacancy. Such casual vacancy shall be filled by the Board or Directors at a meeting of the Board. Any person so appointed shall retain his office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but he shall then be eligible for re-election.

98) APPOINTMENT OF ADDITIONAL DIRECTORS

The Directors shall also have power at any time and from time to time to appoint any other person to be a Director as an addition to the Board under Section 161 of the Act but so that the total number of Directors shall not at any time exceed the maximum fixed. Any person so appointed as an addition to the Board shall retain his office only upto the date of the next annual general meeting but shall be eligible for election at such meeting.

99) APPOINTMENT OF OTHER DIRECTORS

The Board shall appoint Woman Director, Independent Director in the manner required under the provisions of Act.

100) APPOINTMENT OF MANAGING DIRECTOR OR MANAGING DIRECTOR(S) OR WHOLE TIME DIRECTOR OR WHOLE TIME DIRECTOR(S)

Subject to the provisions of Section 196 / 203 and other applicable provisions of the Act and these Articles, the Directors shall have power to appoint or reappoint from time to time Managing Director or Managing Directors or whole time Director or whole time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

101) REMUNERATION OF DIRECTORS

- 1) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- 2) The remuneration payable to the Directors, including any managing or whole-time director or manager, if any, shall be determined, in accordance with and subject to the provisions of the Act, by an ordinary resolution passed by the Company in general meeting.
- 3) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel, sitting fees 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
 - c) Subject to the provisions of the Act, every Director shall be paid out of the funds of the Company such sum as the Board may from time to time determine for attending every meeting of the Board or any committee of the Board, subject to the ceiling prescribed under the Act.
- 4) 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.

PROCEEDING OF THE BOARD OF DIRECTORS

102) MEETINGS OF DIRECTORS

- (a) A meeting of the Board of Directors shall be held at least four (4) times every year and not more than 120 days shall lapse between two (2) Board meetings.
- (b) No business shall be conducted at any meeting of the Directors unless a quorum is present. The quorum for the meeting of the Board shall be one third of its total strength or 2 (two) Directors, whichever is higher, and the participation of the Directors by video conferencing or by other audio-visual means or any other means (to the extent permitted under the Act and the rules framed thereunder or otherwise provided by the Ministry of Corporate Affairs), in each case from time to time, shall also be counted for the purposes of quorum under this Article, provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength of the Board, the number of remaining Directors, that is to say the number of Directors who are not interested and present at the meeting being not less than 2 (two), shall be the quorum during such time.
- (c) If quorum is found to be not present within 30 (thirty) minutes from the time when the meeting should have begun or if during the meeting, valid quorum no longer exists, the meeting shall be reconvened at the same time and at the same place 7 (seven) days later. At the reconvened meeting, the Directors present and not being less than 2 (two) persons shall constitute the quorum and may transact the business for which the meeting was called and any resolution duly passed at such meeting shall be valid and binding on the Company.

103) WHEN MEETING TO BE CONVENED

- i) The Chairperson or any one Director with the previous consent of the Chairperson may, or the company secretary on the direction of the Chairperson shall, at any time, summon a meeting of the Board.
- ii) The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

104) QUORUM

The quorum for the Board meeting shall be as provided in the Act

105) CHAIRMAN

The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. 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 numbers to be Chairperson of the meeting.

106) QUESTIONS AT BOARD MEETING HOW DECIDED

Subject to provisions of the Act, questions arising at any meeting of the board shall be decided by a majority of votes, and in case of equality of votes, the chairman shall have second or casting vote.

107) CIRCULAR RESOLUTION

Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of 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 provided that a of such resolution together with the information required to make a fully-informed good faith decision with respect to such resolution and appropriate documents required to evidence passage of such resolution, if any necessary papers, if any, was sent to all of the Directors or members of the committee (as the case may be) at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed under the Act, and has been approved by a majority of the Directors or members who are entitled to vote on the resolution.

108) ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING DEFECT IN APPOINTMENT

All acts, done by any meeting of the Board or by a Committee of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of one or more of such Directors or any person acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them is deemed to be terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed and was qualified to be a Director. Provided nothing in this Article shall be deemed to give validity to acts done by a director after his appointment has been shown to the Company to be invalid or to have been terminated.

Every Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then the first meeting held after such change, disclose his concern or interest in any company, companies or bodies corporate, firms or other associations of individuals which shall include the shareholding in such manner as may be prescribed under the Act and the rules framed thereunder.

109) GENERAL POWERS OF THE COMPANY VESTED IN BOARD

The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The Board shall also undertake the corporate social responsibility activities under the provisions of the Act.

110) BORROWING POWERS

Subject to the provisions of the Act and these Articles, the Board of Directors may, from time to time at its discretion by a resolution passed at a meeting of the Board, borrow money from time to time including but not limited to fund based and non-fund based credit facilities from Bankers and other eligible lenders, loans, fixed deposits etc. for the purpose of the business of the Company to be secured in such manner and upon such terms and conditions as the Board of Directors may think fit.

111) ISSUE OF DEBENTURES

The Board has power to issue debentures of various kinds from time to time.

The Directors may, from time to time, at their discretion raise for the purpose of the Company's business such of money as they think fit. The Directors may raise any such sums as aforesaid by the issue, at such price as they may think fit, of debentures of debentures-stock, either charged upon the whole or any part of the property and assets of the Company or not so charged or in such other way as the Directors may think expedient.

112) DELEGATE POWERS

Subject to Section 179 of the Act, from time to time, and at any time, the Directors may delegate to any persons so appointed any of the powers, authorities, and discretions for the time being vested in the board, other than their power to make calls or to make loans or borrow moneys; and to authorise the member for the time being of any such Local Board, or any of them, to fill up any vacancies therein and to act notwithstanding vacancies, and such appointment or delegation may be made on such terms subject to such conditions as the Board may think fit, and the Board may at any time remove any person so appointed, and may annul or vary any such delegation.

113) DIRECTORS MAY APPOINT COMMITTEES

- i) The Board of Directors may subject to the provisions of Section 179 and other relevant provisions of the Act and of these Articles appoint committee of the Board, and delegate any of the powers other than the powers to make calls and to issue debentures to such committee or committees and may from time to time revoke and discharge any such committees of the Board either wholly or in part and either as to the persons or purposes, but every committee of the Board so formed shall in exercise of the powers so delegated confirms

to any regulation that may from time to time be imposed on it by the Board of Directors. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect, as if done by the Board.

- ii) The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

114) CHAIRMAN OF COMMITTEE OF DIRECTORS

- i) Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.
- 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.

115) FUNCTIONING OF THE COMMITTEE

- 1) A Committee may meet and adjourn as it thinks fit.
- 2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.
- 3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

116) CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

Subject to the provisions of the Act;

- i) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.
- ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

The Board shall have the power to appoint an individual as the chairperson of the Company as well as the managing director or chief executive officer of the Company at the same time.

A whole time director / chief financial officer / company secretary of the Company are severally authorised to sign any document or proceeding requiring authentication by the Company or any contract made by or on behalf of the Company.

Any 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.

117) REGISTERS

i) Statutory Register

The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company only by the persons entitled thereto under the Act, on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits

prescribed by the Rules. Subject to aforesaid the Board shall have a power to refuse inspection to any other person, at its discretion.

ii) Foreign Register

The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such Articles as it may think fit respecting the keeping of any such register. The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

118) THE SEAL

- i) The Board may provide for the safe custody of the seal.
- ii) The Seal, if any, of the Company shall be affixed to share certificate of the Company under the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and in the presence of at least two directors duly authorised by the Board for this purpose and the secretary or such other person as the Board may appoint for the purpose; and such directors and the secretary or other person aforesaid shall sign every such certificate to which the seal of the Company is so affixed in their presence.
- iii) On any other instrument affixing the Seal is optional unless otherwise specifically determined by the Board.

119) DIVIDENDS AND RESERVE

- i. Company in general meeting may declare dividends.

The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

- ii. Interim dividends

Subject to the provisions of the Act, the Board may from time-to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

- iii. Dividends only to be paid out of profits

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 applied 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.

- iv. Carry forward of profits

The Board may subject to provisions of the Act also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

- v. Payments in Advance

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

- vi. Dividends to be Apportioned

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.

- vii. No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom

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.

- viii. Retention of dividends

The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause herein before contained, entitled to become a member, until such person shall become a member in respect of such shares.

- ix. Dividend how Remitted

A dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

- x. Discharge to Company

Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

- xi. Receipt of one holder sufficient

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.

- xii. No interest on Dividends

No dividend shall bear interest against the Company.

- xiii. Waiver of Dividends

The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

120) WINDING UP

The Company may be wound up in accordance with the Act and the Insolvency and Bankruptcy Code, 2016 (to the extent applicable).

121) ACCOUNTS

Subject to the provisions of the Act, the Company shall keep at its registered office, proper books of accounts and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the Company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting, provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board may decide and when the Board so decides the Company shall, within 7 (seven) days of the decision file with the registrar a notice in writing giving the full address of that other place, provided further that the Company may keep such books of accounts or other relevant papers in electronic mode in such manner as provided in Section 128 of the Act and the rules framed thereunder.

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. Each Director shall be entitled to examine the books, accounts and records of the Company, and shall have free access, at all reasonable times and with prior written notice, to any and all properties and facilities of the Company. The Company shall provide such information relating to the Business, affairs and financial position of the Company as any Director may reasonably require.

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.

All the aforesaid books shall give a true and fair view of the Company's affairs with respect to the matters aforesaid and explain its transactions.

The books of accounts of the Company relating to a period of not less than 8 (eight) years immediately preceding the current year together with the vouchers relevant to any entry in such books of account shall be preserved in good order.

122) UNPAID OR UNCLAIMED DIVIDEND

Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted or sent within thirty days from the date of declaration to any shareholder entitled to payment of the dividend, the Company shall transfer the total amount of dividend, which remained unpaid or unclaimed within seven days from the date of expiry of the said period of thirty days to a special account to be opened by the Company in that behalf in any scheduled bank to be called the "unpaid dividend account". No unclaimed dividend shall be forfeited by the Board before the claim becomes barred by law and such forfeiture, if effected, shall be annulled in appropriate cases.

Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund established under sub-section (1) of Section 125 of the Act, viz. "investors education and protection fund".

123) INDEMNITY AND INSURANCE

1) Directors and officers right to indemnity

(a) Subject to the provisions of the Act, every Director, Managing Director, Whole-Time Director, Manager, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in anyway in the discharge of his duties in such capacity including expenses except such suits, proceedings, cost, charges, losses, damage and expenses, if any, that such officer shall incur or sustain, by or through his own willful neglect or default.

(b) Subject as aforesaid, every Director, Managing Director, Manager, Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company shall be indemnified 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 discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

2) Insurance

The Company may take and maintain any insurance as the Board may think fit on behalf of its present and / or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

124) CAPITALISATION

1) The Company in General Meeting by Ordinary Resolution 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 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 no. 2 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause no. 3 either in or towards :-
- (a) paying up any amount for the time being unpaid on any shares held by such members respectively;
- (b) paying up in full un-issued shares of the Company to the allocated and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
- (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
- (3) A share premium account and a Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid Bonus Shares.
- (4) the Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
- (5) Any agreement made under such authority shall be effective and binding on such members.

125) SECRECY CLAUSE

Every Director, Manager, Auditor, Secretary, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required, by the Director, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in the matter thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions, in these presents contained.

126) NO MEMBER TO ENTER THE PREMISES OF THE COMPANY WITHOUT PERMISSION

No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises of the Company without the permission of the Directors or Managing Directors or to require discovery of or any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process, or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Director, it would be inexpedient in the interest of the Company to disclose.

—x—

- The name of the Company has been changed from P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited to PNGS Gargi Fashion Jewellery Private Limited vide Special Resolution passed in the Extra Ordinary General Meeting of the Company held on 07/09/2022 and approved by Registrar of Companies, Pune on 21/09/2022.
- The name of the Company has been changed from Resonant Consulting Private Limited to P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited vide Special Resolution passed in the Annual General Meeting of the Company of the members held on 31/08/2021 and approved by Registrar of Companies, Pune on 22/09/2021.

We, the several persons whose names and addresses are given below, are desirous of being formed into a company in pursuance of these Article of Association

Signature, Name ,Addresses ,Description & Occupation of Subscriber	Signature of Witness with Description & Occupation
<p>1) Sd/- Vishwas Bokil S/o Late Shri. Vasant H. Bokil 150 , 11/A Rasika Housing Society Lokmanya Nagar ,Navi Peth ,Pune 411030 Occ.: Company Secretary</p> <p>2) Sd/- Amit P. Punde S/o Purshottam Punde 8-A, Eersha Society , 1216/12, Shivajinagar , Pune -411 004 Company Secretary</p> <p>3) Sd/- Shailesh D. Indarpurkar S/o Dilip D. Indarpurkar 1170/10, Revenue Colony, Shivajinagar ,Pune-411 005 Occ.: Company Secretary</p> <p>4) Sd/- Shailesh S.Bagaitkar S/o . Sharad V. Bagaitkar Flat No 2, S.No.126, Plot No 15, Shriram Society, Warje , Pune 411 052 Occ.: Service</p> <p>5) Sd/- Sunil Evan Gomes S/o Emidio Joseph Gomes 9 Ekopa Society, 584 Salisbury Park Pune -411 037 Occ.: Business</p> <p>6) Sd/- Emidio Joseph Gomes S/o Joseph Ignatius Gomes 9 Ekopa Society, 584 Salisbury Park Pune -411 037 Occ.: Business</p>	<p>Witness to all</p> <p>Sd/- Namaratha A. Bora D/o. Ashok P. Bora 24/8 'Srikrupa' Bungalows, Premnagar Hsg. Society , Pune Satara Road, Pune-4110 37</p> <p>Occ.: Trainee</p>

Place: Pune

Date: 21.02.09

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material will be attached to the copy of the Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 10 a.m. and 5 p.m. on all Working Days (Monday to Friday) from the date of the Prospectus until the Issue Closing Date.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

MATERIAL CONTRACTS

1. Issue Agreement dated November 18, 2022 and Addendum dated December 01, 2022 between our Company and the Lead Manager.
2. Registrar Agreement dated November 25, 2022 between our Company and the Registrar to the Issue.
3. Banker(s) to the Issue Agreement dated December 01, 2022 between our Company, the Lead Manager, Banker(s) to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated November 25, 2022 and Addendum dated December 01, 2022 between our Company, the Lead Manager and Market Maker.
5. Underwriting Agreement dated November 25, 2022 and Addendum dated December 01, 2022 between our Company, the Lead Manager and the Underwriter.
6. Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated November 24, 2022.
7. Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated November 15, 2022.

MATERIAL DOCUMENTS

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificate of Incorporation dated March 25, 2009 issued under the name Resonant Consulting Private Limited.
3. Copy of Fresh Certificate of Incorporation dated September 22, 2021 issued by Registrar of Companies, Pune consequent to name change from Resonant Consulting Private Limited to P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited.
4. Copy of Fresh Certificate of Incorporation dated September 21, 2022 issued by Registrar of Companies, Pune consequent to name change from P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited to PNGS Gargi Fashion Jewellery Private Limited.
5. Copy of Fresh Certificate of Incorporation dated November 02, 2022 issued by Registrar of Companies, Pune consequent to name change from PNGS Gargi Fashion Jewellery Private Limited to PNGS Gargi Fashion Jewellery Limited pursuant to the conversion of our Company into a Public Limited Company.
6. Resolution of the Board of Directors dated November 03, 2022 in relation to the Issue.
7. Resolution of the Shareholders of our Company, passed at the Extra-Ordinary General Meeting held on November 07, 2022 in relation to the Issue.
8. Statutory and Peer Review Auditor's report for Restated Financial Statements dated November 25, 2022 included in this Prospectus.

9. The Statement of Possible Tax Benefits dated November 27, 2022 from our Statutory and Peer Review Auditors included in this Prospectus.
10. Copies of Audited Financial Statements of the Company for the period ended September 30, 2022 and financial year ended March 31, 2022, 2021 and 2020.
11. Consents of our Directors, Promoters, Company Secretary and Compliance Officer, Chief Financial Officer, Manager, Statutory and Peer Review Auditors, Banker(s) to the Company, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue, Underwriter and Market Maker to act in their respective capacities.
12. Due Diligence Certificate dated December 02, 2022 to SEBI by the Lead Manager.
13. Approval from BSE vide letter dated December 02, 2022 to use the name of BSE in this Offer Document for listing of Equity Shares on the BSE SME.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines or regulations issued by the Government and / or the guidelines or regulations issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, each as Amended, or the rules made thereunder or Guidelines / Regulations issued, as the case may be. We further certify that all statements and disclosures made in this Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/- Mr. Govind Vishwanath Gadgil Chairman & Non-Executive Director DIN: 00616617	Sd/- Mr. Amit Yeshwant Modak Non - Executive Director DIN: 00396631
Sd/- Mr. Aditya Amit Modak Non-Executive Director DIN: 09237633	Sd/- Mr. Ashok Namdeo Gokhale Additional Non-Executive Independent Director DIN: 02415119
Sd/- Mr. Ranjeet Sadashiv Natu Additional Non-Executive Independent Director DIN: 02892084	Sd/- Ms. Sweta Ashish Khandelwal Additional Non-Executive Independent Director DIN: 00098451

SIGNED BY THE MANAGER, CFO AND CS OF OUR COMPANY

Sd/- Mr. Prasad Prabhakar Ghodke Manager	
Sd/- Mr. Vishwas Laxmikant Honrao Chief Financial Officer	Sd/- Ms. Bhargavi Pratish Aphale Company Secretary and Compliance Officer

Date: December 02, 2022

Place: Pune