



ADESHWAR MEDITEX LIMITED

Our Company was incorporated as “Adeshwar Meditex Private Limited” on April 02, 2007 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 169544. Subsequently, the status of our Company was changed to public limited company and the name of our Company was changed to “Adeshwar Meditex Limited” vide Special Resolution dated February 16, 2021. A fresh certificate of incorporation consequent to conversion was issued to our Company by the Registrar of Companies, Mumbai on March 9, 2021. The Company’s Corporate Identity Number is U52390MH2007PLC169544. For further details pertaining to the change of name of our Company and the change in Registered Office, please refer the chapter “History and Certain Corporate Matters” on page no. 102 of this Draft Prospectus.

Registered Office: 605, 6th floor, Plot-99, Niranjana Building, Bhagwan Todi Bal Udyan Marg,
Marine Lines Railway Station, Marine Drive, Mumbai – 400002.
Tel No.: 022-22674137 / 38; **Email:** info@adeshwarmeditex.com; **Website:** www.adeshwarmeditex.com
Contact Person: Anushree Tekriwal, Company Secretary and Compliance Officer
Our Promoter: Siddharth Talati

THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 39,00,000 EQUITY SHARES OF ₹ 10 EACH (“EQUITY SHARES”) OF ADESHWAR MEDITEX LIMITED (“AML” OR THE “COMPANY”) FOR CASH AT A PRICE OF ₹ [•] PER SHARE (THE “ISSUE PRICE”), AGGREGATING TO ₹ [•] LAKHS (“THE ISSUE”), OF WHICH UPTO 2,04,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 36,96,000 EQUITY SHARES OF ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.02% AND 25.61%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹ [•] AND THE ISSUE PRICE IS [•] 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 Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page no. 195 of this Draft Prospectus. A copy 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 Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each and the Issue Price is [•] times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under “Basis for Issue Price” beginning on page no. 66 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment 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 Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page no. 18 of this Draft Prospectus.

COMPANY’S ABSOLUTE RESPONSIBILITY

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

LISTING

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

LEAD MANAGER TO THE ISSUE



ARYAMAN FINANCIAL SERVICES LIMITED
60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg
Fort, Mumbai – 400 001
Tel No.: +91 22 6216 6999
Email: ipo@afsl.co.in
Website: www.afsl.co.in
Investor Grievance Email: feedback@afsl.co.in
Contact Person: Shweta Kothari / Hiral Motani
SEBI Registration No. INM000011344

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis
Makwana Road, Marol, Andheri East, Mumbai – 400 059
Tel. No.: +91 22 6263 8200
Email: ipo@bigshareonline.com
Website: www.bigshareonline.com
Investor Grievance Email: investor@bigshareonline.com
Contact Person: Babu Raphael
SEBI Registration No.: INR000001385

ISSUE OPENS ON

[•]

ISSUE CLOSES ON

[•]

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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, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.

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

General Terms

Term	Description
“The Company”, “Our Company” or “The Issuer”	Adeshwar Meditex Limited, a company incorporated under the Companies Act, 1956 and having its Registered office at 605, 6 th Floor, Plot No.-99, Niranjana Building, Bhagwan Todi Bal, Udyan Marg, Marine Lines Railway Station, Marine Drive, Mumbai - 400002.

Company related Terms

Term	Description
AoA/ Articles / Articles of Association	The articles of association of our Company, as amended from time to time
Auditor / Statutory Auditor	The Statutory Auditors of our Company, being M/s. H. M. Shah & Co., Chartered Accountants (FRN: 109585W) having their office at 404, Sai Chambers, Opposite Railway Station, Santacruz East, Mumbai - 400055.
Audit Committee	The audit committee of our Company constituted on March 22, 2021 in accordance with Section 177 of the Companies Act, 2013, as described in “Our Management” page no. 107 of this Draft Prospectus
Board of Directors / Board	The Board of Directors of Adeshwar Meditex Limited, including all duly constituted Committees thereof.
Chief Financial Officer	Chief Financial Officer of our Company is Shreyas Jajoo
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Anushree Tekriwal
Director(s)	Director(s) of Adeshwar Meditex Limited, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company
Group Companies	In terms of SEBI ICDR Regulations, the term “Group Companies” includes companies (other than our Promoter) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and any other companies as considered material by our Board, in accordance with the Materiality Policy, as described in “Our Group Companies” on page no.125 of this Draft Prospectus.
Independent Director(s)	The Independent Director(s) of our Company, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013
ISIN	International Securities Identification Number. In this case being INE0H8J01015
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 “Our Management” on page no.107 of this Draft Prospectus
Materiality Policy	The policy adopted by our Board on March 22, 2021 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
MOA / Memorandum / Memorandum of Association	The memorandum of association of our Company, as amended from time to time

Term	Description
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted on March 22, 2021 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” on page no. 107 of this Draft Prospectus
Promoter(s) / Core Promoter	The Promoter of our Company, namely, Siddharth Talati
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 “Our Promoter and Promoter Group” on page no. 121 of this Draft Prospectus
Registered Office	The Registered Office of our Company situated at 605, 6 th Floor, Plot No.-99, Niranjana Building, Bhagwan Todi Bal, Udyan Marg, Marine Lines Railway Station, Marine Drive, Mumbai - 400002.
Registrar of Companies / RoC	Registrar of Companies, Mumbai situated at Everest, 100, Marine Drive, Mumbai-400002
Restated Financial Statements	The Restated Financial Statements of our Company for the period ended December 30, 2020 and Financial Years ended March 31, 2020, March 31, 2019 and March 31, 2018, which comprises of the Restated Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement, together with the annexures and notes thereto, which have been prepared in accordance with the Companies Act, Indian GAAP, and restated in accordance with the SEBI ICDR Regulations.
Stakeholders’ Relationship Committee	The stakeholder’s relationship committee of our Company, constituted on March 22, 2021 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in “Our Management” on page no.107 on this Draft Prospectus.
Willful Defaulter(s)	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

Issue Related Term

Term	Description
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	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
Allottees	The successful applicant to whom the Equity Shares are being/have been allotted
Applicant / Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of this Draft Prospectus
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include applications made by RIIs using the UPI Mechanism, where the Application Amount shall be blocked upon acceptance of UPI Mandate Request by RIIs using UPI Mechanism
ASBA Account	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 Company	Such banks which are disclosed as Bankers to our Company in the chapter titled “General Information” on page no. 42 of this Draft 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 [●]

Term	Description
Banker(s) to the Issue and Sponsor Bank Agreement	Agreement dated [●], 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 “Issue Procedure” beginning on page no. 195 of this Draft Prospectus
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the BSE
CAN or 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
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 Centers	Centers at which the Designated intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, specified locations for syndicate, broker center for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs
Collecting Depository Participant” or “CDP	A depository participant registered with SEBI and who is eligible to procure Application at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Demographic Details	Details of the Applicants including the Applicants’ address, name of the Applicants’ father/husband, investor status, occupation and bank account details and UPI ID wherever applicable
Depository/ Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 as amended from time to time, being NSDL and CDSL
Depository Participant / DP	A depository participant as defined under the Depositories Act, 1996
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
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

Term	Description
Designated Market Maker	Aryaman Capital Market 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	Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs and in case of RIIs only ASBA Forms with UPI. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the website of the Stock Exchange
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Exchange	BSE Limited (“BSE”)
Draft Prospectus	This Draft Prospectus dated March 30, 2021 issued in accordance with the SEBI (ICDR) Regulations.
Eligible NRI(s)	An NRI(s) 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 of the Issuer.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or the Revision Form and in case of joint Applicants, whose name appears as the first holder of the beneficiary account held in joint names
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered to with SEBI under applicable laws in India.
Foreign Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014
Fugitive Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and the circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges, the Lead Manager
Issue	The initial public Issue of up to 39,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] lakhs.
Issue Agreement	The Memorandum of Understanding (MoU) dated March 24, 2021, 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 [●]
Issue Opening Date	The date on which the Issue opens for subscription being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications
Issue Price	The Price at which the Equity Shares are being Issued by our Company in consultation with the Lead Manager under this Draft Prospectus being ₹ [●] per equity share
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “Objects of the Issue” page no. 61 of this Draft Prospectus
Issue Size	The Public Issue up to 39,00,000 of Equity shares of ₹ 10 each at price of ₹ [●] per Equity share, aggregating to ₹ [●] lakhs by our Company.
Lead Manager / LM	Lead Manager to the Issue, being Aryaman Financial Services Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE Limited
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] share to the successful applicants
Market Making Agreement	The Market Making Agreement dated March 24, 2021 between our Company, Lead Manager and Market Maker

Term	Description
Market Maker Reservation Portion	The reserved portion up to 2,04,000 Equity Shares of face value of ₹ 10 each fully paid for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] for the Market Maker in this Issue.
Minimum Promoter's Contribution	Aggregate of 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoter which shall be provided towards minimum promoter of 20% and locked-in for a period of three years from the date of Allotment
Mobile App(s)	The mobile applications listed on the website of SEBI at 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
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Issue	The Net Issue of up to 36,96,000 Equity Shares of ₹ 10 each at price of ₹ [●] per Equity Shares aggregating to ₹ [●] lakhs by our Company.
Net Proceeds	The Gross Proceeds less our Company's share of the Issue expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, see "Objects of the Issue" beginning on page no. 61 of this Draft Prospectus
Non - Institutional Investors	All Applicants that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Resident or NR	A person resident outside India, as defined under FEMA and includes Eligible non-resident Indian, Eligible QFIs, FIIs registered with SEBI, FVCIs and FPIs
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Prospectus	The Prospectus, to be filed with the RoC containing, inter alia, the Issue opening and Closing date and other information.
Public Issue Account	A bank account to be opened under section 40(3) of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date
Qualified Institutional Buyers or QIBs	A qualified institutional buyer 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
Refund Bank(s)	The Bank which is a clearing member and registered with SEBI as a Banker to an Issue and with whom the Refund Account will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI.
Registrar Agreement	The agreement dated March 26, 2021 entered amongst our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to this Issue
Registrar and Share Transfer Agents / RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue / Registrar	The Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investor(s) / RII(s)	Individual Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to ₹ 2.00 lakhs in this Issue
Revision Form	The form used by the Applicants to modify the quantity of the Equity Shares or the Application Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Application Amounts (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can withdraw or revise their Application until Issue Closing Date

Term	Description
Self - Certified Syndicate Bank(s) or “SCSB(s)	Banks registered with SEBI, offering services in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or such other website as updated from time to time, and in relation to RIBs 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
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 [●]
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 Aryaman Financial Services Limited and Aryaman Capital Markets Limited.
Underwriting Agreement	The agreement dated March 24, 2021 entered amongst our Company and the Underwriters
UPI ID	ID created on 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
UPI mechanism	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019 and SEBI Circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars or notifications issued by SEBI in this regard
UPI PIN	Password to authenticate UPI transaction
Working Day	The days on which commercial banks in Mumbai are open for business; provided however, with reference to (i) announcement of Price Band; and (ii) Issue Period, “Working Day” shall mean all days, excluding all Sundays, Saturdays and public holidays, on which commercial banks in Mumbai are open for business; (iii) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI

Technical / Industry related terms

Term	Description
AE	Advanced Economies
BP	British Pharmacopoeia
BSR	Bounded Store Room
CE	Conformité Européenne
EMDEs	Emerging Market And Developing Economies
EP	European Pharmacopoeia
FDA	Food and Drug Administration
HIS	Information Handling Services
KW	Kilowatts

Term	Description
M&A	Mergers and Acquisitions
NSO	National Statistical Office
PM	Packaging Material
PPE	Personal Protective Equipment
Pcs	Pieces
QA	Quality Assurance
QC	Quality Check
R&D	Research and Development
RM	Raw Materials
SOP	Standard Operating Procedure
USP	United States Pharmacopeia
WHO	World Health Organization
WHO-GMP	World Health Organization- Good Manufacturing Practices

Conventional Terms / General 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 Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
APAC	Asia-Pacific
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
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
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
CFO	Chief Financial Officer
CFPI	Consumer Food Price Index
CGST	Central GST
CIBIL	Credit Information Bureau (India) Limited
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant’s beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
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
CSR	Corporate Social Responsibility

Term	Description
CST	Central Sales Tax
CY	Calendar Year
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP	Depository Participant, as defined under the Depositories Act 1996
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India earlier known as Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DP ID	Depository Participant's identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM/ EoGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FAME	Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles in India
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, 2000) 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
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
GW	Gigawatt
HNIs	High Networth 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
ICAT	International Centre for Automotive Technology
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IGST	Integrated Goods and Services Tax Act, 2017
IIE	Indian Institute of Entrepreneurship
IIP	Index of Industrial Production
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
ISIN	International Securities Identification Number
ISO	International Organization for Standardization

Term	Description
IST	Indian Standard Time
JLR	Jaguar Land Rover
JV	Joint Venture
KM / Km / km	Kilo Meter
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
MEIS	Merchandise Exports from India Scheme
MG	Morris Garages
MICR	Magnetic Ink Character Recognition
MMR	Maternal Mortality Ratio
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NACH	National Automated Clearing House
NATRAX	National Automotive Testing Tracks
NATRiP	National Automotive Testing and R&D Infrastructure Project
NAV	Net Asset Value
NBFC	Non Banking Financial Company
NCLT	National Company Law Tribunal
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NEIL	National Engineering Industries Ltd
NIAIMT	National Institute for Automotive Inspection, Maintenance & Training
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
BSE	BSE Limited
p.a.	per annum
PE	private equity
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
PMGK	Pradhan Mantri Garib Kalyan Package
PMI	Purchasing Managers' Index
PPP	purchasing power parity
R&D	research and development
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

Term	Description
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, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015
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
SEIS	Service Exports from India Scheme
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SGST	State Goods and Services Tax Act, 2017
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
SUV	Sport utility vehicle
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UGST	Union Territory Goods and Services Tax Act, 2017
UPI	Unified Payments Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person's bank account.
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WEO	World Economic Outlook
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WIP	Work in process
WPI	Wholesale Price Index

CERTAIN CONVENTIONS AND PRESENTATION OF FINANCIAL INDUSTRY AND MARKET DATA

Certain Conventions

All references to “India” contained in this Draft Prospectus are to the Republic of India. In this Draft Prospectus, our Company has presented numerical information in “lakhs” units. One represents 1,00,000.

Financial Data

Unless stated otherwise, the financial information in this Draft Prospectus is derived from our Restated Financial Statements. Certain additional financial information pertaining to our Group Company is derived from its financial statements. The Restated Financial Statements included in this Draft Prospectus are for the period ended December 31, 2020 and for the Fiscals ended March 31, 2020, March 31, 2019 and March 31, 2018, and have been prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations. For further information, see please refer “*Financial Information*” beginning on page no. 129 of this Draft Prospectus.

In this Draft 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 Draft 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 financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Draft 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 Conditions and Results of Operations*” on page nos. 18, 82 and 154 respectively, of this Draft Prospectus, and elsewhere in this Draft Prospectus have been calculated on the basis of the Restated Financial Statements of our Company.

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.

This Draft 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 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*” on page no. 1 of this Draft Prospectus. In the Section titled “*Main Provisions of the Articles of Association of our Company*” beginning on page no. 214 of this Draft 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 Draft 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 Draft 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 Draft Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the 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:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Inability to identify the new premises may adversely affect the operations, finances and profitability of the Company;
- Increased competition in Wound Care Industry.
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our Intellectual Property Rights
- Changes in consumer demand
- Inability to identify or effectively respond to customer needs, expectations or trends in a timely manner;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects;
- Volatility of loan interest rates and inflation;
- 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 attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business;
- The occurrence of natural disasters or calamities; and

For further discussions of factors that could cause our actual results to differ, please refer the section titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 18, 82 and 154 of this Draft Prospectus, respectively.

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

SECTION II - SUMMARY OF OFFER DOCUMENT

A. Summary of Business

Adeshwar Meditex Limited is an Indian company, engaged in the manufacturing of surgical dressings and external preparations products of Wound care & Wound management including sterile surgical wound dressing, tulle dressing, medical disposable, adhesive bandages, absorbent gauze, plaster, disinfectants, medical kits etc. Our Company is an ISO 13485:2016 certified Company. Our state-of-the-art manufacturing plant follows WHO-GMP, CE, ISO guidelines. We have an in-house R&D facility for on-site process improvement and for bettering our present products offered as well as products under innovation. Our company has registered 18 trademarks in India. We cater to both, the domestic as well as international markets.

B. Summary of Industry

India advanced wound care management market is estimated to be valued at **US\$ 227.2 million in 2020** and is expected to exhibit a **CAGR of 5.5%** during the forecast period (2020-27). The global advanced wound dressing market size was valued at USD 6.6 billion in 2020 and is expected to expand at a compound annual growth rate (CAGR) of 5.5% from 2021- 28. Mmedical tapes & bandages market in India is estimated to grow at a CAGR of over 5% during the forecast period. Wound care products market is expected to grow at CAGR of 20.3% during the period FY'2017-FY'2022.

C. Our Promoter

Our Company is promoted by Siddharth Talati.

D. Size of Issue

Issue	Upto 39,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] per share, aggregating to ₹ [●] lakhs
of Which:	
Market Reservation	Maker Upto 2,04,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] per share, aggregating to ₹ [●] lakhs
Net Issue	Upto 36,96,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] per share, aggregating to ₹ [●] lakhs

E. Object of the Issue

The fund requirements for each of the Object of the Issue are stated as below:

(₹ in lakhs)

Sr. No.	Particulars	Amount
1.	Part Repayment of Loans	200.00
2.	Funding Working capital requirements	525.00
3.	General Corporate Purpose	[●]
Total		[●]

F. Pre-Issue Shareholding of our Promoter, Promoter Group as a percentage of the paid-up share capital of the Company

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

Category of Promoter	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
1. Promoter				
Siddharth Talati	57,06,898	54.19%	57,06,898	39.54%
2. Promoter Group (as per defined by Reg. 2(1)(pp) of SEBI ICDR Regulations)				
Sucheta Talati	448,434	4.26%	448,434	3.11%
Total Promoter & Promoter Group Holding	61,55,332	58.45%	61,55,332	42.65%
Total Paid up Capital	1,05,31,426	100.00%	1,44,31,426	100.00%

G. Summary of Restated Financial Statement

(₹ in lakhs)

Particulars	For period ended Dec 31, 2020	For the year ended March 31,		
		2020	2019	2018
Share Capital	526.57	526.57	498.00	498.00
Net Worth	2,020.29	1,881.37	1,579.84	1,354.74
Total Income	5,208.66	5,639.26	5,473.93	5,869.67
Profit after Tax	138.92	201.49	225.10	256.08
Basic & Diluted EPS	1.32	2.00	2.26	2.96
Net Asset Value Per Share (₹)-based on actual no. of equity shares at the end of the year	38.37	35.73	31.72	27.20
Net Asset Value Per Share (₹)-based on actual no. of equity shares with bonus effect at the end of the year	19.18	18.69	15.86	15.67
Total Borrowings	2,367.75	2,129.06	1,992.12	1,158.46

H. There are no Auditor's Qualifications in any of the Financial Statements of the Company.

I. Summary of Outstanding Litigation are as follows

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (in ₹)
I.	Litigations filed against our Company		
(a)	Criminal Matters	1	21.95
(b)	Direct Tax Liabilities	-	-
(c)	Other Pending Litigations	-	-
II.	Litigations by our Directors/Promoter/ Group Company		
(a)	Direct Tax Liabilities	-	-

J. Investors should read chapter titled "Risk Factors" beginning on page no. 18 of this Draft Prospectus to get a more informed view before making any investment decisions.

K. Summary of contingent liabilities

Summary table of our contingent liabilities as indicated in our Restated Financial Statements and also certified by our statutory auditors is as follows:

(₹ in lakhs)

Particulars	For period ended Sept 30, 2020	As at March 31,		
		2020	2019	2018
Income Tax and Interest	-	-	-	-
TOTAL	-	-	-	-

For further information, please refer "Annexure XXVII Contingent Liability" in the chapter titled "Financial Statements as Restated" beginning from page no. 129 of this Draft Prospectus

L. Summary of Related Party Transactions

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

(₹ in lakhs)

Particulars	For period ended Dec 31, 2020	For the year ended March 31,		
		2020	2019	2018
1) Finance				
<u>Loans Taken</u>				
Opening Balance	429.33	374.71	0.77	-
Loan taken during the year	251.38	494.50	429.03	848.27
Interest	15.77	49.29	41.09	-
Loan repaid during the year	430.44	489.17	96.17	847.50
Outstanding at the end of the year	266.03	429.33	374.71	0.77
2) Expense				
Remuneration	70.40	112.50	107.50	99.49
Car Hire Charges	18.21	9.24	6.30	9.96
Office expense	-	0.26	-	-
Commission	-	10.77	-	-
3) Sales/ Purchase				
Purchase	2,226.83	924.27	207.02	232.64
Sales	216.11	1,808.97	1,459.57	379.80

M. There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoter of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Draft Prospectus.

N. The weighted average price of acquisition of Equity Shares by our Promoter in last one year preceding the date of this Draft Prospectus is below:

Name of Promoter	Average price of Acquisition (₹)
Siddharth Talati	NIL

O. The average cost of acquisition of Equity Shares by our Promoter is:

Name of Promoter	Average price of Acquisition (₹)
Siddharth Talati	NIL

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

Q. Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Prospectus except as stated under chapter titled “*Capital Structure*” beginning from page 50 of this Draft Prospectus.

R. Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft Prospectus except as stated under chapter titled “*Capital Structure*” beginning from page 50 of this Draft Prospectus.

SECTION III- RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Draft Prospectus, including the risks described below, before making an investment in our Equity Shares. 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. Any of the following risks, as well as the other risks and uncertainties discussed in this Draft 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 Draft Prospectus also contains forward-looking statements that involve risks and uncertainties. We have described the risks and uncertainties that our management believes are material, but these risks and uncertainties may not be the only ones we face. Additional risks and uncertainties, including those we are not aware of or deem immaterial, may also result in decreased revenues, increased expenses or other events that could result in a decline in the value of our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the Issue, including the merits and risks involved. 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. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. Investors should not invest in this Issue unless they are prepared to accept the risk of losing all or part of their investment, and they should consult their tax, financial and legal advisors about the particular consequences to you of an investment in the Equity Shares.

To obtain a better understanding of our business, you should read this section in conjunction with other chapters of this Draft Prospectus, including the chapters titled “Our Business”, Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Industry Overview” and “Financial Information” on page nos. OUR BUSINESS82, 154, 72 and 129 respectively of this Draft Prospectus, together with all other financial information contained in this Draft 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 Draft Prospectus.

In this section, unless the context otherwise requires, a reference to the “Company”, “we”, “us” or “our” is a reference to Adeshwar Meditex Limited. Unless otherwise stated, the financial data in this chapter is derived from our Restated Financial Statements for the period ended December 31, 2020 and for the financial year ended March 31, 2020, March 31, 2019 and March 31, 2018 as included in “Financial Information” on page no. 129 of this Draft Prospectus.

INTERNAL RISKS

1. Our reliance on third parties for certain aspects of our business like contract labour, transportation and logistics exposes us to certain risks.

We rely on third parties for contract labour and manpower required for the manufacture of our products, as well as for performance of certain functions and services carried out at our manufacturing and office premises including waste management and facility management functions. Our Company had hired vehicles from Director for transportation of the goods and depending on the requirement of the vehicles, we also rely on third party transporters for logistics support. Our reliance on third parties may affect our timelines for making delivery to our customers.

As we rely on transport and logistics service providers for transporting a portion of our product supplies, any failure on their part to perform their services in the expected manner could result in us breaching our committed delivery timelines. Factors such as the financial instability of contractors, suppliers, vendors' non-compliance with applicable laws, labour disputes, currency fluctuations, changes in tariff or import policies, severe weather, political uncertainty, terrorist attacks and transport capacity and cost may disrupt our supply chains, which may result in increased costs or delivery delays. Therefore, there is no assurance that third party contractors will be able to meet their contractual commitments to us, or that we will not be required to incur additional costs to remedy any deficiencies in their services. A significant disruption in the availability of contract labour or other third-party services may, in turn, disrupt our operations and adversely affect our inventory management, business and financial condition, at least until alternative sources are arranged.

2. ***Our operations have significant raw material requirements, and we may not be able to ensure the availability of the raw materials at competitive prices, which may adversely affect results of our operations.***

The success of our operations depends on our ability to source raw materials at competitive prices. We procure various raw materials required for the manufacturing of our Gauzes, bandages, ointments and first-aid kits. Principal raw materials that we use in our manufacturing process are Cotton wool, grey fabrics, bandage cloth and cotton gauze among others. We also purchase products which we use directly as input materials, including materials which do not require any processing. We procure these raw materials from various suppliers in the industry and in case of certain customers; we buy raw materials from the vendors approved by our customers.

Increase in the competition and / or our competitors having established operations and long-term relationships with suppliers may see us facing challenges to secure adequate supply of raw materials or may increase our overall cost of raw materials. Presently, we have not entered into any firm arrangement for purchase of our raw material. Historically, we have not encountered any problems in sourcing our raw materials. However, there is no assurance that third party suppliers will be able to meet their commitments to us, or that we will not be required to incur additional costs to remedy any deficiencies in their services or to obtain alternative sources of supply in the event that our suppliers should default or be delayed in their performance.

Further, our raw material suppliers may fail to consistently deliver products of acceptable quality and within stipulated schedules, which may adversely affect our operations. We may be required to replace a vendor if its products do not meet our quality or performance standards or if a vendor should unexpectedly discontinue operations due to reasons beyond its or our control (including financing constraints caused by credit market conditions).

There can be no assurance that there will not be a significant disruption in supply of raw material which may, in turn, disrupt our operations and adversely affect our inventory management, business and financial condition, at least until alternative sources of supply of goods and services are arranged. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, consistency, responsiveness and service, financial stability and other ethical practices. Change in cost and availability of such raw materials for any reason, including change in the approved suppliers would adversely affect our business, financial condition, results of operations and prospects.

3. ***Our Company has incurred substantial indebtedness in form of borrowings with a fixed repayment schedule as well as borrowings which are repayable on demand. This could expose us to various risks which may have an adverse effect on our business and results of operations.***

As on December 31, 2020, our company had ₹ 2,367.75 lakhs of outstanding debt (including current maturities) as per our Restated Financial Statements in relation to various facilities from the bank(s) as well as other borrowings. This indebtedness includes unsecured loans of ₹ 416.13 lakhs; out of this, ₹ 266.03 lakhs are taken from Director/Promoter which may be recalled / repayable on demand. For details, please see “*Financial Indebtedness*” on page 164 of this Draft Prospectus. Sudden recall for the repayment may disrupt our group level operations and also may force the Company to opt for funding at higher interest rates, resulting in higher financial burden.

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

- Increasing our vulnerability to general adverse economic, industry and competitive conditions;
- Limiting our flexibility in planning for, or reacting to, changes in our business and the industry; affecting our credit rating;
- Limiting our ability to borrow more money both now and in the future; and
- Increasing our interest expenditure and adversely affecting our profitability, since almost all of our debt bears interest at floating rates.

If any of these risks were to materialise, our business and results of operations may be adversely affected.

4. There are outstanding litigation proceedings filed by our Company. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows:

Our Company has initiated one criminal proceeding against a party under the Negotiable Instruments Act, 1881. Such outstanding litigation proceeding is pending before the authorities. The summary of outstanding litigation proceeding set out below includes details of criminal proceedings, taxation proceedings and material Civil litigation (as defined in the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 167) involving our Company.

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (in Rs.)*
I.	Litigations filed by our Company		
(a)	Criminal Matters	1	21.95

**To the extent quantifiable excluding interest and penalty thereon*

For further information, see “*Outstanding Litigations and Material Developments*” beginning on page 167.

There can be no assurance that this legal proceeding will be decided in our favor. In addition, we cannot assure you that no additional liability will arise out of this proceeding. Decisions in such proceeding adverse to our interests may have an adverse effect on our business, results of operations, financial condition and cash flows.

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

An outbreak of a novel strain of coronavirus (COVID-19) was recognized by the World Health Organization as a public health emergency of international concern on January 30, 2020, and as a pandemic on March 11, 2020. The outbreak of COVID-19 has significantly and adversely impacted and will likely continue to impact economic activity and has contributed to significant volatility in global financial markets and led to operational challenges. It is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis, stagnation, recession or depression, despite monetary and fiscal interventions by governments and central banks globally. In particular, a number of governments and organizations have revised GDP growth forecasts for 2020 downwards in response to the economic slowdown caused by the spread of COVID-19, and it is possible that the COVID-19 pandemic will cause a prolonged global economic crisis or recession.

In response to the COVID-19 outbreak, the governments of many countries, including India have taken preventive or protective actions, such as issuing advisories and imposing country or state wide lockdowns, including restrictions on travel and temporary closure of business operations and increased remote working protocols, which have significantly slowed down economic activity. On March 14, 2020, India declared COVID-19 as a “notified disaster” and imposed a nationwide lockdown announced on March 24, 2020. While there have been progressive relaxations and calibrated easing of lockdown measures by the Government, we cannot predict if stricter lockdowns will not be re-introduced or extended in the future. On account of the government imposed lockdown in India, operations at all of our manufacturing facilities were temporarily shut down with effect from March 24, 2020 and resumed operations in accordance with permissions from the local authorities. The COVID-19 pandemic and resulting government actions may affect our business, results of operations and financial condition, in the future, in a number of ways such as requiring a complete or partial closure of our operations.

However, as we are engaged in the manufacturing of wound care related products, first-aid kits, sanitizers and personal protective equipment kits, our products were identified as essential goods and our operations were not shut down during this pandemic. The demand for PPE kits and sanitizers increased drastically during the pandemic which has a positive impact on our business. However, due to limited availability of logistics and supply chain constraints, we were impacted during the initial period of the lockdown. We continued our operations after making arrangements to meet the government’s requirements on sanitization, people movement and social distancing. Further, due to the rising number of infected cases of COVID-19 in the country, there is no certainty if additional restrictions will be put back in place or if another lockdown would be re-imposed to control the spread of the pandemic. We cannot assure you that we may not face any difficulty in our operations due to such restrictions and such prolonged instances of lockdown may adversely affect our business, financial condition and results of operations.

We have experienced sustained growth in recent years and continued to do so while the Covid-19 pandemic. We consider that our swift response and proactive steps taken have mitigated the impact of COVID- 19 pandemic on our business and personnel thus far. However, events beyond our control may unfold in the future, which makes it difficult for us to predict the impact that COVID-19 will have on us, our customers or suppliers in the future and this may affect the underlying assumptions and estimates with respect to demand for our products in future. The COVID-19 pandemic may cause additional disruptions to operations if our employees or staff become sick, are quarantined, or are otherwise limited in their ability to travel or work. To contain the spread of the virus, we may be required to implement staggered shifts and other social distancing efforts at manufacturing facilities, which could result in labour shortages and decreased productivity. This may negatively affect our ability to meet consumer demand and may increase our costs of production and sales.

There are numerous uncertainties associated with the COVID-19 outbreak and the ultimate impact will depend on a number of factors, many of which are outside our control. These factors include the duration, severity and scope of the pandemic, the impact of the pandemic on economic activity in India and globally, the eventual level of infections in India or in the regions in which we operate, and the impact of any actions taken by governmental bodies or health organisations (whether mandatory or advisory) to combat the spread of the virus. These risks could have an adverse effect on our business, results of operations, cash flows and financial condition. To the extent that the COVID- 19 pandemic adversely affects our business and operations, it may also have the effect of heightening many of the other risks described in this “Risk Factors” section.

6. *We intend to prepay / repay certain loan facilities availed from our Director from the IPO Proceeds.*

One of the objects of the Issue is the prepayment / repayment of certain loan facilities, in full or in part, availed by our Company. We intend to use the proceeds from the Issue to repay part of the loans availed from our Director. As of December 31, 2020, we have availed an aggregate of ₹ 416.13 lakhs of unsecured loans from them and these loans were utilized for working capital needs & other funding requirements of the Company from time to time. We intend to repay an aggregate of ₹ 200.00 lakhs of the said outstanding loan. We believe that the proposed repayment will enable us to improve our debt-equity ratio and reduce the total unsecured loans. For details of the outstanding loans proposed for repayment or prepayment, in full or in part from the Net Proceeds, refer the chapter “*Objects of the Issue*” on page 61 of this Draft Prospectus. The amount utilized to prepay / repay these loans will, therefore, not be available for investment in our business and will not result in any immediate increase in the value of your investment in our Equity Shares.

7. *Substantial portion of our revenues has been dependent upon limited number of customers and we do not have firm commitment supply agreements with our customers. If our customers choose not to source their requirements from us, our business and results of operations may be adversely affected.*

A significant portion of our income is from our manufactured products and the rest of the income is derived from traded goods. We generate sales generally by our continuing relationships with our customers as we do not enter in any long-term contract with of customers. With our expanding business scope, over these years we have built a reputation and strong customer base. Our existing client relationships help us to get repeat business from our customers. This has helped us maintain a long-term working relationship with our customers and improve our customer retention strategy.

For the financial year ended March 31, 2020 and for the nine months period ended December 31, 2020, our top ten customers accounted for approximately 82.79% and 79.58%, respectively. The loss of any significant client would have a material effect on our financial results.

Our business from customers is dependent on our continuing relationship with such customers, the quality of our products and our ability to deliver on their orders, and there can be no assurance that such customers will continue to do business with us in the future on commercially acceptable terms or at all. However, in case of any change in the buying pattern of our end users or disassociation of major customers can adversely affect our business or if our customers do not continue to purchase products from us, or reduce the volume of products purchased from us, our business prospects, results of operations and financial condition may be adversely affected. Further, loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations.

While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or

results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

8. *If we are unable to compete successfully with our competitors, our market position and profitability could be adversely impacted.*

Our Company faces stiff competition from domestic as well as global market. Further, this industry is fragmented with many small and medium sized companies and entities, which manufactures some of these products at various levels, which may adversely affect our business operation and financial condition. The basis of competition includes introduction of other manufacturers manufacturing products in direct competition with our products, market for the products and type of product such as new products, product range, price etc. Furthermore, we may not be able to differentiate our products from those of our competitors; to successfully develop or introduce new products on a timely basis or at all that are less costly than those of our competitors; or to offer customers payment and other commercial terms as favourable as those offered by our competitors. The markets in which we compete and intend to compete are undergoing, and are expected to continue to undergo, rapid and significant change. We expect competition to intensify as technological advances and consolidations continue.

There is no assurance that we will continue to compete successfully in future. Some of our competitors may be able to price their products more attractively or may be able to distribute their products more effectively through establishing better distribution networks, or may have greater access to capital, superior marketing and other resources. If we are unable to remain sufficiently competitive, or are unable to keep pace with them, our business and operating results will be adversely affected.

9. *Our Company has reported certain negative cash flows from its operating, investing and financing activities on the basis of Restated Financial Statements, details of which are given below. Sustained negative cash flow could impact our growth and business in the future.*

Our Company had reported certain negative cash flows from its operating, investing and financing activities in the previous years and as per the Restated financial statements and the same are summarized as under:

(₹ in lakhs)

Particulars	For Period Ended Dec 31, 2020	For the Year Ended March 31,		
		2020	2019	2018
Net Cash Generated from Operating Activities	200.90	54.11	(587.42)	(117.05)
Net Cash Generated from Investing Activities	(21.64)	(4.90)	(30.39)	6.64
Net Cash Generated from Financing Activities	(127.93)	(14.98)	622.41	121.65

For details, please see “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations of our company*” on page 154 of this Draft Prospectus.

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.

10. *Our Promoter play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore, it is critical for our business that our Promoter remain associated with us. Our success also depends on our key managerial personnel and our ability to attract and retain them. Any loss of our key person could adversely affect our business, operations and financial condition.*

The success of our business operations is attributable to our Promoter, Directors and the technical team. We believe that our relation with our Promoter, who has rich experience in markets, managing customers and handling overall businesses, has enabled us to experience growth and profitability. Our Promoter has been actively involved in the day-to-day operations and management since the incorporation of the Company. Further, our Promoter has also promoted other companies/ firms/ ventures and may continue to do so. If there is any diversion of his attention to the other companies, we may not be able to function as efficiently and profitably as before. We may have to incur additional costs to replace the services of our promoter or we may not be able to do so at all, which could adversely affect our business operations and affect our ability to continue to manage and expand our business.

We also depend significantly on the expertise, experience and continued efforts of our technical and servicing team, hence, our performance and success substantially depends on the ability to attract and retain our key employees,

including our management team and experienced personnel. There can be no assurance that any member of our senior management or other experienced personnel will not leave us in the future. The lack of or loss of the services of such key persons in the organization could seriously impair our ability to continue to manage and expand our business. Our success is also dependent on our continuous ability to identify, hire, train retain and motivate R&D team, technical team and sales and marketing personnel. Competition for personnel in our industry is intense, and the availability of suitable and qualified candidates is limited. If we fail to hire and retain our employees, the loss of their services could harm our business operations and financial condition could be adversely affected.

11. *Our Company has entered into certain related party transactions in the past and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.*

Our Company has entered into certain transactions with our related parties including our Promoter, Promoter Group, Directors and their relatives and our Group Entities. There are various sales and purchase transactions too with our Group Entities amounting to Rs. 2,442.94 lakhs and Rs. 2,733.24 lakhs for the period/ year ended Dec 31, 2020 and March 31, 2020 respectively. For details, please see “Annexure XXIX of Restated Financial Statements” on page 129 of this Draft Prospectus. While we believe that all such transactions have been conducted on the arm’s length basis, we cannot assure you that we might have obtained more favorable terms had such transactions been entered into with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. We cannot assure you that such transactions, individually or in the aggregate will not have an adverse effect on our business, results of operations, cash flows and financial condition.

12. *In addition to normal remuneration, other benefits and reimbursement of expenses of our Directors (including our Promoter) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.*

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

13. *Product liability and other civil claims and costs incurred as a result of product recalls could have a material adverse effect on our business.*

Due to the nature of our business, we face an inherent business risk of exposure to product liability or or recall claims in the event that our products fail to meet the requirements as set by the standards and we may be subject to claims resulting from our manufacturing defects or negligence in storage, packaging or handling etc. Even unsuccessful product liability claims would likely require us to incur substantial expenses on litigation, divert management’s time, adversely affect our goodwill and impair the marketability of our products. We are liable for the quality of the products we manufacture, for the duration of their shelf life. Disputes over non-conformity of the products with prescribed quality standards or specifications including storage specifications are generally referred to independent testing laboratories. If any independent laboratory confirms that the products do not conform to the prescribed or agreed standards and specifications, we may be required to bear the expenses of replacing and testing such products, which could adversely affect our business, results of operations, cash flows and financial condition.

While we follow stringent quality control processes and quality standards, there can be no assurance that our products would be of uniform quality, we cannot assure you that we will not experience any material product liability losses in the future or that we will not incur significant costs to defend any such claims, which could have a material adverse effect on our business, financial condition or results of operations.

14. *Any change in the regulations, enforcement procedures or regulatory policies established by regulatory agencies could increase the costs or time of development of our products and delay or prevent sales of our products and our revenues could decline and we may not achieve profitability.*

Our products generally must receive regulatory clearance from appropriate regulatory authority before they can be sold. Any change in the regulations, enforcement procedures or regulatory policies set by the regulatory agencies could increase the costs or time of development of our products and delay or prevent sales of our products. We cannot determine what could be the future effect on our business pursuant to changes in regulations, statutes, legal interpretation or policies, when and if promulgated, enacted or adopted. These could vary from changes in manufacturing methods to labeling process to changes in regulatory filing process. Such changes, or new legislation, could increase the costs or delay or prevent sales of our products and our revenues may decline and we may not be able to achieve profitability. With respect to environmental, safety and health laws and regulations, we cannot accurately predict the outcome or timing of future expenditures that we may be required to make in order to comply with such laws as they apply to our operations and manufacturing facilities. In addition, increase in the time that is required for us to obtain regulatory approval could delay our commercialization of new products.

- 15. The capacity of the manufacturing plants of our various units is not fully utilized, consecutively, if there is also any under-utilization of our proposed capacities, this in turn could affect our ability to fully absorb fixed costs and thus may adversely impact our financial performance.**

The capacities at our manufacturing unit have not been fully utilized, the details of which are as follows:

Sr. No.	Particulars	Installed Capacity	Capacity utilized for the year ending March 31,		
			2019	2020	2021
1	Sterile Wound Dressings	3,65,00,000 Pcs	40%	45%	50%
2	First Aid Kits	1,82,50,000 Kits	51%	55%	60%
3	Disposable Dressings	5,47,50,000 Pcs	40%	45%	55%
4	Plasters and Elastic Adhesive Dressings	56,25,000 Pcs	62%	55%	60%
5	Ointments	5,47,50,000 Tubes	40%	43%	45%
6	Antiseptics / Disinfectants / Hand Sanitizers	3,65,00,000 Bottles	45%	50%	60%
7	Hospital Disposables and Allied Products	63,875,000 Pcs	50%	55%	60%

Further, we may decide to increase our product portfolio and to enter more geographical areas based on our estimates of market demand and profitability. In the event of non-materialization of our estimates and expected order flow for our existing and / or future products and/or failure of optimum utilization of our capacities, due to factors including adverse economic scenario, change in demand or for any other reason, our capacities may not be fully utilized thereby impairing our ability to fully absorb our fixed cost and may adversely impact our consolidated financial performance.

- 16. Our Company is dependent on the continuing operation of our manufacturing facilities.**

Any significant interruption in manufacturing at our facilities could have a material adverse effect on our business, results of operations and financial condition. Our manufacturing facilities are concentrated in a single region and all of the products are manufactured at one location. These facilities are subject to the normal risks of industrial production, including equipment breakdowns, labour stoppages, natural disasters, industrial accidents, power interruptions etc. Further, Any materially adverse social, political or economic development, natural calamities, civil disruptions, or changes in the policies of the state government or state or local governments in this region could adversely affect manufacturing operations, and require a modification of our business strategy, or require us to incur significant capital expenditure or suspend our operations.

Any such adverse development affecting continuing operations at our manufacturing facilities could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. The occurrence of, or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects.

- 17. Our operations are subject to high working capital requirements. Our inability to maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet requirement of working capital or pay out debts, could adversely affect our operations.**

Our business requires significant amount of working capital. Major Portion of our working capital is utilized towards debtors and inventory. We have been sanctioned working capital of loans from banks and Financial Institutions approximately amounting to ₹ 1,650 lakhs from the existing bankers. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. Further, we have high Debtors which may result in a high risk in case of non-payment by these Debtors. In the event we are not able to recover our dues from our Debtors, we may not be able to maintain our Sales level and thus adversely affecting our financial health. If this situation persists, we may not be able to pay our lenders / creditors and we may be forced to go for Corporate Debt Restructuring (CDR) which may result in adversely affecting our operations and future prospects.

18. *We may be subject to inspections under the Maharashtra Pollution Control Board and/ or Drugs and Cosmetic Act, 1940 by the Food & Drug Administration Drug Licence at local levels which may result in imposition of penalty on us.*

Inspection proceedings are undertaken at local levels, by the Maharashtra Pollution Control Board (MPCB), Gujarat Pollution Control Board (GPCB) for our company's manufacturing units and by the Food & Drugs Administration under the Drugs and Cosmetic Act, 1940, at regular intervals of pharmaceutical samples that are manufactured and sold by us. We may not receive timely communication regarding the pharmaceutical or chemical sample inspections etc., collected by the inspectors from the various storage and distribution centres like our manufacturing unit and/or storage facilities of our Company. Consequently, we may fail to adhere to the directions of the authorities in a timely manner which may attract penal sanctions affecting our operations and financial condition. This can lead to shut-downs of the manufacturing facility. We have never experienced such shut down in the past. However, we cannot guarantee that there will be no such unit closure notices from the MPCB or any other competent authority in the future and that we will be able to company with their observations in a timely manner or at all. In case we face long term disruption in our manufacturing activities or permanent closure in any of our unit, our business operations and financial condition will be adversely affected.

19. *The shortage or non-availability of power facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.*

Our manufacturing process requires substantial amount of power facilities. The quantum and nature of power requirements of our industry and Company is such that it cannot be supplemented/ augmented by alternative/ independent sources of power supply since it involve significant capital expenditure and per unit cost of electricity produced is very high. Any disruption / non availability of power shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

20. *If we are not able to obtain, renew or maintain our statutory and regulatory licenses, registrations and approvals required to operate our business, it may have a material adverse effect on our business, results of operations and financial condition.*

We require certain statutory and regulatory licenses, registrations and approvals to operate our business, some of which our Company has either received, applied for or is in the process of application. Further, in the future, we may also be required to obtain new licenses, registrations and approvals for any proposed or upcoming projects, including any expansion of existing projects. There can be no assurance that the relevant authorities will renew such licenses, registrations and approvals in a timely manner or at all. Further, these licenses, registrations and approvals are subject to several conditions, and we cannot assure that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant licenses, approvals and registrations. Failure by us to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our operations and may have a material adverse effect on our business. Our Company is in process of renewal for approval and the receipt of the same are pending as on date of this Draft Prospectus: (i) Government purchase enlistment certificate issued by The national small industries limited (NSIC); Further, The company is in process of application for approval and the receipt of the same are pending as on date of this Draft Prospectus: (i) License under the Contract Labour (Regulation and Amendment) Act, 1970 in respect of our manufacturing facility. For further details on the licenses obtained by us and licenses for which renewal and other applications have been made, please see the chapter titled "Government and Other Statutory Approvals" beginning on page 172.

21. *Our manufacturing activities are dependent upon availability of skilled and unskilled labour.*

We have entered into an arrangement with contract labourer for provision of skilled and unskilled labour. Our manufacturing activities are dependent on availability of skilled and unskilled labour. Non-availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations.

22. *Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.*

We may encounter problems in executing the orders in relation to our products, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers may postpone the delivery of such products or cause its cancellation. Due to the possibility of cancellations or changes in scope and schedule of delivery of such products, resulting from our customers discretion or problems we encounter in the delivery of such products or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to deliver the orders placed. Additionally, delays in the delivery of such products can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such products. In addition, even where a delivery proceeds as scheduled, it is possible that the customers may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, cancellation, execution difficulty, payment postponement or payment default with regard to the orders placed with us, or disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income.

23. *Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.*

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture and trade inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture, we may be required to write-down our inventory or pay our suppliers without new purchases, or create additional vendor financing, which could have an adverse impact on our income and cash flows. We estimate our sales based on the forecast, demand and requirements and also on the customer specifications.

In addition, disruptions in the delivery of product to our customer may occur for reasons such as poor handling, transportation bottlenecks, or reasons beyond our control, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products. To improve our line capability, we try to stock our inventory at our manufacturing facility. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively. 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 mismatch between our planning and actual consumer consumption 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.

24. *Our failure to keep our technical knowledge confidential could erode our competitive advantage.*

We possess certain technical knowledge about our products. Our technical knowledge is a significant independent asset, which may not be adequately protected by intellectual property rights such as Trademark registration. Some of our technical knowledge is protected only by secrecy. As a result, we cannot be certain that our technical knowledge will remain confidential in the long run.

Even if all reasonable precautions, whether contractual or otherwise, are taken to protect our confidential technical knowledge of our products and business, there is still a danger that certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the production process. A significant number of our employees have access to confidential product information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. Although we may seek to enforce non-disclosure agreements in respect of research and development and certain other key employees, we cannot guarantee that we will be able to successfully enforce such agreements. The potential damage from such disclosure is increased as many of our designs and products are not patented, and thus we may have no recourse

against copies of our products and designs that enter the market subsequent to such leakages. In the event that the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage that we may have over other companies in the automotive components sector could be harmed. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects.

25. *Industrial accidents at our manufacturing facility may adversely affect our operation.*

Our manufacturing facilities are subject to operating risk resulting in fatal accidents which can cause injury to the labour and employees of the company and this could also cause damage to the property and plant and machinery situated at the factory which could have an adverse effect on our operations. Though, we have taken adequate safety measures in order to avoid such mishaps, but in case of any such happening of the event out of our control, we cannot assure you whether it will be sufficient or not. Further occurrence of such accidents could impact our production schedules, costs, revenue and ability to meet customer demand.

26. *Intellectual property rights are important to our business and we may be unable to protect them from being infringed by others which may adversely affect our business value, financial condition and results of operations*

As on the date of this Draft Prospectus, we have not yet obtained registration for our corporate logo and hence we do not enjoy the statutory protection accorded to a registered trademark.

Additionally, we have not made any application for the registration of our corporate logo. We may remain vulnerable to infringement and passing-off by third parties and will not be able to enforce any rights against them. We may also need to change our logo which may adversely affect our reputation and business and could require us to incur additional costs. Although, we believe that that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties.

Further, As on the date of this Prospectus, our Company has several registered trademarks under class 5 registered with the registrar of trademarks For further details please refer the chapter titled “*Government and Other Approvals*” beginning on page no. 172 of this Draft Prospectus. Any failure to renew registration of our registered trademarks may affect our right to use them in future. Our efforts to protect our intellectual property may not be adequate and any third party claim on any of our unprotected brands may lead to erosion of our business value and our reputation, which could adversely affect our operations. Third parties may also infringe or copy our registered trademarks. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks. Also, any failure to obtain our applied registration may impede our future operations.

Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations. For further details pertaining to our intellectual property, please refer to the chapter titled “*Our Business*” beginning on page no. 82 of this Draft Prospectus.

27. *Our business is not seasonal in nature, but the availability of raw material is seasonal in nature and hence we require substantial working capital.*

The business in which our Company is engaged in not seasonal, however, the availability raw materials are seasonal in nature. Our Company has made adequate arrangement for warehousing to store raw material. The warehousing of raw material to counter its non- availability during off season requires substantial investment of our working capital in the inventories.

28. *We have significant employee benefit expenses, such as directors remuneration, salary & wages, staff welfare expenses and contribution to provident and other funds. Further, non-availability of manpower could negatively affect our ability to operate efficiently and may result in disruptions to our operations.*

We incur various employee benefit expenses, including directors remuneration, salary & wages, staff welfare expenses and contribution to provident and other funds. Our employees benefit expenses for the period ended December 31, 2020 and year ended March 31, 2020, March 31, 2019 and March 31, 2018 amounted to ₹ 129.74 lakhs, ₹ 238.44 lakhs and ₹ 226.17 lakhs and ₹ 186.87 lakhs respectively, which represents 2.59 %, 4.45 %, 4.38 %

and 3.39 % of the total expenses for the respective year and such increase in labour cost may have an adverse impact on our profit margins.

Our operations are dependent on access to a large pool of technical, skilled and semi-skilled manpower. Our dependence on such technical, skilled and semi-skilled manpower may result in significant risks for our operations, relating to the availability of such manpower. We believe that the industry in which we operate face competitive pressures in recruiting and retaining skilled and unskilled labour. We have not experienced any major disruptions to our business operations due to disputes or other problems with our work force in the past; there can be no assurance that we will not experience such disruptions in the future and that we will have adequate access to the required manpower at reasonable rates, as and when required, or at all. As a result, we may be required to incur additional costs to ensure smooth running of our operations.

Further, our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.

- 29. *We are dependent upon few suppliers for our raw material for our current manufacturing facilities. In an eventuality where our suppliers are unable to deliver us the required materials in a time-bound manner it may have a material adverse effect on our business operations and profitability.***

For the year ended March 31, 2020 our top 10 suppliers contributed around 72.62 % and top 5 suppliers contributed around 48.41 % of our purchases. In the event of a delay, inadequacy or default in deliveries by any of our vendors, we may not be able to source our raw material on an adequate and timely basis or on commercially acceptable terms. A major disruption to the timely and adequate supplies of our raw materials could adversely affect our business, results of operations and financial condition. Any problems faced by our suppliers in their manufacturing facilities resulting in delays or non-adherence to quality requirements could adversely impact our ability to meet our customer's requirements in time and our operations would be affected to the extent we are unable to line up supplies from alternate suppliers.

- 30. *Registered office of the Company is not owned by us and further in case of unavailability of the property, it would impact our operations, results and financial condition adversely.***

The premise used by our Company as its Registered Office is taken on leave and license basis. In the event such arrangements are ceased or terminated, we would have to arrange for similar premises. Any termination of such arrangement and upon favorable conditions, in a timely manner or at all and/ or our Promoter's inability to continue the arrangement, could adversely affect our operations. We may not be able to find suitable locations in time or at all in the location required which may cease the various benefits that were reaped earlier. Also, we may have to rent or acquire office location at a rent or price which may be much higher than the prevailing market rates, which would require an immediate cash outflow. This may result in additional cost, disruption of day-to-day activities and increased rent burden which would adversely affect our financial condition. For details regarding properties taken on leave and license refer the Section titled "Our Business - Properties" on page 82 of this Draft Prospectus.

- 31. *We appoint contract labour for carrying out certain of our ancillary operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations and financial condition.***

In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract labour for performance of certain of our ancillary operations. Although we do not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition.

- 32. *We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.***

Any failure or defect in our products could result in a claim against us for damages or may lead to recalling of our products regardless of our responsibility for such a failure or defect. However, our Company is well equipped with in-house testing laboratory to test the products. Our finished product has to undergo a strict quality check to ensure that they are of relevant quality as per the standards set. Our in house testing laboratory regulates and monitors the quality and ensures that the same is as per the required standards. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, or any other unforeseen events could affect our reputation and our results from operations.

33. *Our inability to sell our products through third parties can adversely affect our revenues.*

We rely on various channels to sell our products in more than 4 countries worldwide, including emerging and regulated market. We cannot assure you that we will be able to maintain a sufficiently diversified sales network for our products in all of our markets, nor can we assure you that we will be able to renew the contracts with our distributors on the same terms and conditions. Furthermore, we have limited ability to control and manage the activities of these third-party sales channels. If any third party in our sales channels treats our competitors' products more favorably than ours, or stops selling our products, and we are unable to find appropriate substitutes, our business, financial condition and results of operations may be adversely affected.

34. *We have not identified any alternate source of raising the funds mentioned as our 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.*

Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of funds for setting up the denim processing unit or may result in us borrowing funds on unfavourable terms, both of which scenarios may affect the business operation and financial performance of the company.

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

As of December 31, 2020, our total outstanding indebtedness was ₹ 2,367.75 lakhs, out of which ₹ 1,908.28 lakhs were loans availed from banks and ₹ 43.33 lakhs were availed from Financial Institutions. Our ability to meet our debt service obligations and repay our outstanding borrowings will depend primarily on the cash generated by our businesses. Further, our financing agreements contain certain restrictive covenants that limit our ability to undertake certain types of transactions, any of which could adversely affect our business and financial condition.

We are required to obtain prior approval from our lenders for, among other things:

- undertaking all future borrowings;
- Effecting any transfer, sell, lease, grant on license or create any third party interest of any nature whatsoever on the Security;
- making any investment in shares, debentures, advances and intercorporate loans / deposits to other companies;
- Issuing personal guarantee obligations for any other loans except for Car Loans, Personal loans, Home loans, Education loans to be obtained for self and family members; and
- Diversion of Funds to any purpose or launch any new scheme of expansion

We are required to obtain the required consents of the lenders under our financing agreements before undertaking these significant corporate actions. We cannot assure you that the lenders will grant the required approvals in a timely manner, or at all. The time required to secure consents may hinder us from taking advantage of a dynamic market environment. In addition to the restrictions listed above, we are required to maintain certain financial ratios under our financing agreements. These financial ratios and the restrictive provisions could limit our flexibility to engage in certain business transactions or activities.

Additionally, our financing agreements are secured by our movable, immovable or intangible assets (whether existing or future), goods and work-in-progress (whether existing or future) and by personal guarantees of our Promoter/ Directors. Such financing agreements enable the lenders to cancel any outstanding commitments, accelerate the repayment, exercise cross default provisions and enforce their security interests on the occurrence of events of default such as a breach of financial covenants, failure to obtain the proper consents, failure to perfect security as specified and such other covenants that are not cured. It is possible that we may not have sufficient funds upon such an acceleration of our financial obligations to pay the principal amount and interest in full. Further, if we are forced to issue additional equity to the lenders, ownership interest of the existing shareholders in our Company will be diluted. It is also possible that future financing agreements may contain similar or more onerous covenants and may also result in higher interest cost. If any of these events were to occur, our business, results of operations and financial condition may be adversely affected.

36. *We are subject to risks arising from interest rate fluctuations, which could adversely affect our results of operations, planned expenditures and cash flows.*

As of December 31, 2020, some of our indebtedness was at floating interest rates. If the interest rates of our existing or future borrowings increase significantly, our cost of funds will increase. A further increase in interest rates (or the current high interest rate environment not changing) may have an adverse effect on our results of operations and financial condition. While we could consider refinancing the loan or hedging interest rate risks in appropriate cases, there can be no assurance that we will be able to do so on commercially reasonable terms, that our counterparties will perform their obligations, or that these agreements, if entered into, will protect us adequately against interest rate risks. Further, if such arrangements do not protect us adequately against interest rate risks, they would result in higher costs.

37. *We face foreign exchange risks that could adversely affect our results of operations, further having an impact on our cash flows and our financial results may fluctuate.*

Our operating expenses are denominated substantially in Indian Rupees. We face foreign exchange rate risk as we export our products to other countries. However, a meagre percentage of our revenue from sales (net of excise), was denominated in other currencies, including the U.S. Dollar i.e. 10.98 % and 7.03 % of total sales for the period ended December 31, 2020 and year ended March 31, 2020 respectively. In addition, we also import certain of our equipment and machineries. Because of our foreign currency exposure, exchange rate fluctuations between the Indian Rupee and foreign currencies can have a material impact on our results of operations, cash flows and financial condition. The exchange rate between the Indian Rupee and U.S. dollar has been volatile in recent periods and may continue to fluctuate in the future. We generally receive a part payment from the customers in advance, while others make the payment over a period of time. This gap results in increased risk towards foreign exchange fluctuation.

As we intend to expand our product base and also our geographical markets, we will have greater exposure to such exchange rate fluctuations. We may, therefore, suffer losses on account of foreign currency fluctuations for sale of our products since we may not be able to pass on all losses on account of foreign currency fluctuations to our customers.

38. *Our management will have broad discretion in how we apply the Net Proceeds, including interim use of the Net Proceeds, and there is no assurance that the objects of the Issue will be achieved within the time frame expected or at all, or that the deployment of the Net Proceeds in the manner intended by us will result in any increase in the value of your investment. Further, the funding plan has not been appraised by any bank or financial institution and is not subject to any monitoring by any independent agency. Our Company's management will have flexibility in utilizing the Net Proceeds from the Issue. Any variation in the utilization of our Net Proceeds as disclosed in this Draft Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.*

Our Company intends to use the Net Proceeds from the Fresh Issue for the purposes described in "Objects of the Issue" on page 61 of this Draft Prospectus. In terms of Regulation 262 of the SEBI (ICDR) Regulations, we are not required to appoint a monitoring agency since the Issue size is not in excess of ₹ 10,000 lakhs. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds from the Issue. The funding plans are in accordance with our own estimates and have not been appraised by any bank, financial institution or any other external agency. Our Company may have to revise its management estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section may

limit or delay our Company's efforts to use the Net Proceeds from the Issue to achieve profitable growth in its business. Our Board will have significant flexibility in temporarily investing the Net Proceeds of the Issue. Accordingly, the use of the Net Proceeds for purposes identified by our management may not result in actual growth of its business, increased profitability or an increase in the value of your investment.

Further, pursuant to Section 27 of the Companies Act 2013, any variation in the objects would require a special resolution of the Shareholders and would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Issue, at a price and manner as specified in the SEBI ICDR Regulations. Additionally, the requirement on Promoter or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoter or controlling shareholders from agreeing to the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest. Further, we cannot assure you that our Promoter or the controlling shareholders will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price which may be prescribed by SEBI. Accordingly, prospective investors in this Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

39. Any delay or defaults in receipt of payments or dues from our customers could result in a reduction of our profits.

We regularly commit resources prior to receiving payments from our customer. We may be subject to working capital shortages due to delays or defaults in receipt of payments or dues from such customers. If our customers default in their payments or if any order/ assignment in which we have invested significant resources is delayed, cancelled or curtailed, it could have a material adverse effect on our business, financial condition and results of operations.

40. Our insurance coverage may not adequately protect us against all material hazards and the policies do not cover all risks, specifically risks like liability risk, loss of profits etc. In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.

Our business could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be fully compensated by insurance. We maintain insurances for the same which include Fire and Perils Policy and Burglary Policy. We believe that our insurance coverage is adequate for our business needs and operations and we will continue to review our policies to ensure adequate insurance coverage maintained. However, if the same is not renewed, or if we are required to take new coverage, there can be no assurance that a suitable coverage will be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims. Further, if we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected.

41. Our Promoter and members of the Promoter Group will continue to jointly retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.

After the completion of this IPO, our Promoter and Promoter Group will beneficially own approximately 42.65 % of our post-Issue equity share capital. As a result, the Promoter and Promoter Group may have the ability to control our business including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election or termination of appointment of our officers and directors. This control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving the Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of the Company even if it is in the Company's best interest. In addition, for so long as the Promoter Group continues to exercise significant control over the Company, they may influence the material policies of the Company in a manner that could conflict with the interests of our other shareholders. The Promoter Group may have interests that are adverse to the interests of our other shareholders and may take positions with which our other shareholders do not agree.

42. Our inability to manage our growth may disrupt our business and reduce our profitability.

A principal component of our strategy is to broaden the product mix and increase penetration in markets, also expand our global sales. This growth strategy will place significant demands on our management, financial and other

resources. It will require us to continuously develop and improve our operational, financial and internal controls. Continuous upgradation increases the challenges involved in retaining high quality human resources, technology upgradation for manufacturing, financial management, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition and adversely affect our results of operations.

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*” on page 61 of this Draft Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management’s estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business strategies, development and other plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.

44. *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.

45. *Our Promoter and Directors have extended personal guarantees in relation to debt facilities availed by us. Revocation of any or all of these personal guarantees may adversely affect our business operations and financial condition.*

Our Promoter and Directors have extended personal guarantee in relation to the secured borrowings availed by our Company from certain lenders. In the event any of these guarantees are revoked, our lenders may require us to furnish alternate guarantee/s or securities or may demand a repayment of the amounts outstanding under such facilities availed by us or even terminate such facilities. There can be no assurance that our Company will be able to arrange such alternative guarantees in a timely manner or at all. If our lenders enforce these restrictive covenants or exercise their options under the relevant debt financing agreements, our operations and use of assets may be significantly hampered and lenders may demand the payment of the entire outstanding amount and this in turn may also affect our further borrowing abilities thereby adversely affecting our business and operations

46. *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 regulatory sanctions and cause 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 agents 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.

47. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures and there can be no assurance that we will be able to pay dividends in the future.*

We currently intend to invest our future earnings, if any, to fund our growth. The amount of our future dividend payments, if any, will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. Hence, there can be no assurance that we will be able to pay dividends in the future

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

We are not a listed Company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company,

we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the Stock Exchanges and compliances of SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly and limited review reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies which may adversely affect the financial position of the Company.

As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions to support the existence of effective disclosure controls and procedures, internal control over financial reporting and additional compliance requirements under the Companies Act, 2013. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, management's attention may be diverted from other business concerns, which could adversely affect our business, prospects, financial condition and results of operations. In addition, we may need to hire additional legal and accounting staff with appropriate listed company experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner.

RISKS RELATING TO THE EQUITY SHARES AND THE ISSUE

49. Any future issuance of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, 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 Promoter or other significant shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences for us including difficulty in raising debt or equity financing. In addition, any perception by investors that such issuances or sales might occur may also affect the trading price of our Equity Shares. We cannot assure you that we will not offer Equity Shares or that our shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

50. 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 does 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 book-building process 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 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.

51. 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, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the 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.

52. *Investors can be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are classified as short term capital gains and generally taxable. Any gain realized on the sale of listed equity shares on a stock exchange that are held for more than 12 months is considered as long-term capital gains and is taxable at 10%, in excess of ₹ 1,00,000. Any long-term gain realized on the sale of equity shares, which are sold other than on a recognized stock exchange and on which no STT has been paid, is also subject to tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

53. *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 and hence could constrain our ability to obtain financing on competitive terms. In addition, we cannot assure you that any required approvals for borrowing in foreign currency will be granted to us without onerous conditions, or at all. Such, and other, limitations on raising foreign capital may adversely affect our business growth, results of operations, and financial condition.

EXTERNAL RISK FACTORS

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

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

55. *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.

56. *Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.*

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and neighbouring countries might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

57. *A decline in economic growth or political instability nationally or internationally or changes in the Government in India could adversely affect our business.*

Our performance and the growth of our business are necessarily dependent on the health and performance of the overall Indian economy. In the recent past, Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates,

commodity and electricity prices, adverse conditions affecting agriculture, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Volatility, negativity, or uncertain economic conditions could undermine the business confidence and could have a significant impact on our results of operations. Changing demand patterns from economic volatility and uncertainty could have a significant negative impact on our results of operations.

Further, our performance and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India. The GoI has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, the market price and liquidity of the Equity Shares may be affected by changes in GoI policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

58. *We are subject to regulatory, economic, social and political uncertainties and other factors beyond our control.*

We are incorporated in and our operations are in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include: political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighboring countries;

- occurrence of natural or man-made disasters;
- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing for our expansions;
- changes in India's tax, trade, fiscal or monetary policies;
- prevailing regional conditions,
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- Other significant regulatory or economic developments in or affecting India.

In addition, any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

59. *If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations.*

Having our business operations in multiple jurisdictions, we are subject to varying central and state tax regimes. The applicable categories of taxes and tax rates also vary significantly from jurisdiction to jurisdiction, which may be amended from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each country as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned, and expenditure incurred. Our business and financial performance may be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business or the regulator enforcing them in any one of those countries may adversely affect our results of operations.

To the extent that we are entitled to certain tax benefits in India which are available for a limited period of time, our profitability will be affected if such benefits will no longer be available, or are reduced or withdrawn prematurely or

if we are subject to any dispute with the tax authorities in relation to these benefits or in the event we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. Please see “*Statement of Special Tax Benefits*” on page 69 of this Draft Prospectus for details in relation to possible tax benefits available to our Company. In the event that any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, results of operations, financial condition and prospects may be adversely affected.

Changes in the operating environment, including changes in tax law, could impact the determination of our tax liabilities for any given tax year. Taxes and other levies imposed by the Government of India that affect our industry include income tax, goods and services tax and other taxes, duties or surcharges introduced from time to time. The tax scheme in India is extensive and subject to change from time to time and any adverse changes in any of the taxes levied by the Government of India may adversely affect our competitive position and profitability. We cannot assure you that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the countries in which we operate may materially and adversely affect our business, results of operations and financial condition. In addition, we may have to incur expenditure to comply with the requirements of any new regulations, which may also materially harm our results of operations. We are also subject to these risks in all our overseas operations depending on each specific country. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities. As a result, any such changes or interpretations may adversely affect our business, financial condition and financial performance. Further, changes in capital gains tax or tax on capital market transactions or sale of shares may affect investor returns.

60. *Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability..*

India's sovereign rating is Baa3 with a “negative” outlook (Moody's), BBB-with a “stable” outlook (S&P) and BBB-with a “negative” outlook (Fitch). India's sovereign rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares

61. *If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.*

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of transportation, wages, raw materials and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and may adversely affect our business, cash flows and financial condition. In particular, we might not be able to reduce our costs or increase the amount of commission to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

62. *Instability in financial markets could materially and adversely affect our results of operations and financial condition.*

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions another countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in NIFTY, NSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

SECTION IV: INTRODUCTION

THE ISSUE

Equity Shares⁽¹⁾ : Present Issue of Equity Shares by our Company(2)	Up to 39,00,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] lakhs
Of which:	
Issue Reserved for the Market Maker	Up to 2,04,000 Equity Shares of face value of ₹10 each for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] lakhs.
Net Issue to Public	Up to 36,96,000 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating ₹ [●] lakhs.
	Of which⁽³⁾:
	Up to 18,48,000 Equity Shares of ₹ 10 each at a price of ₹ [●] per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs
	Up to 18,48,000 Equity Shares of ₹ 10 each at a price of ₹ [●] per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs
Equity shares outstanding prior to the Issue	1,05,31,426 Equity Shares of face value of ₹10 each
Equity shares outstanding after the Issue	Up to 1,44,31,426 Equity Shares of face value of ₹10 each
Use of Net Proceeds	Please refer to the section titled " <i>Objects of the Issue</i> " beginning on page no. 61 of this Draft Prospectus.

⁽¹⁾ This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please see the section titled "Issue Information" beginning on page no. 186 of this Draft Prospectus.

⁽²⁾ The present Issue has been authorized pursuant to a resolution of our Board dated March 17, 2021 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on March 17, 2021.

⁽³⁾ The allocation' is 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:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to

(i) Individual applicants other than retail individual investors; and

(ii) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for

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

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

For further details please refer to the chapter titled "Issue Structure" beginning on page no. 192 of this Draft Prospectus.

SUMMARY OF FINANCIAL INFORMATION

Annexure I
STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
EQUITY AND LIABILITIES				
1.Shareholder's fund				
a) Share Capital	526.57	526.57	498.00	498.00
b) Reserves and surplus	1,493.72	1,354.79	1,081.84	856.74
Total Shareholder's Fund (1)	2,020.29	1,881.37	1,579.84	1,354.74
2. Non-Current liabilities				
a) Long term borrowings	670.20	610.10	499.77	54.70
b)Other long-term Liabilities	59.11	42.15	64.71	72.46
c) Long-term provisions	28.56	24.87	12.59	8.10
Total (2)	757.86	677.12	577.07	135.26
3.Current liabilities				
a) Short Term Borrowings	1,495.45	1,518.95	1,492.35	1,092.09
b) Trade Payables	2,038.97	1,271.06	684.93	599.29
c) Other Current liabilities	243.50	121.97	48.19	98.58
d) Short Term Provisions	4.24	10.18	4.33	1.43
Total (3)	3,782.16	2,922.16	2,229.80	1,791.38
TOTAL (1+2+3)	6,560.31	5,480.65	4,386.71	3,281.38
ASSETS				
1.Non - Current Assets				
a) Property, plant & equipment				
i.) Tangible assets	222.91	223.95	240.33	232.59
ii.) Intangible assets	1.61	2.29	2.02	2.70
b) Non Current Investment	7.80	8.00	4.20	2.00
c) Deferred Tax Asset	11.68	13.21	10.59	10.14
d) Long Term Loans and Advances	20.61	20.61	18.58	18.43
e) Other Non- current assets	183.95	215.14	180.11	134.12
Total (1)	448.56	483.20	455.83	399.98
2.Current Assets				
a) Inventories	2,411.85	1,448.54	1,347.31	845.80
b) Trade Receivables	2,998.83	2,787.37	1,963.59	1,745.00
c) Cash and Bank Balances	224.07	172.74	138.51	133.92
d) Short Term Loans & Advances	436.03	563.18	457.27	120.29
e) Other current assets	40.97	25.63	24.20	36.39
Total (2)	6,111.76	4,997.46	3,930.88	2,881.40
TOTAL (1+2)	6,560.31	5,480.65	4,386.71	3,281.38

Annexure II
STATEMENT OF PROFIT AND LOSS, AS RESTATED

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
INCOME:				
Revenue from operations	5,178.83	5,611.61	5,292.16	5,860.07
Other Income	29.83	27.65	181.77	9.61
Total Income	5,208.66	5,639.26	5,473.93	5,869.67
EXPENSES:				
Purchase of stock-in trade	4,233.45	4,517.36	4,482.17	4,793.56
Change in inventory	81.55	(86.20)	(114.76)	(2.29)
Employee benefit expenses	129.74	238.44	226.17	186.87
Finance costs	164.52	251.91	222.93	166.47
Depreciation & Amortization expense	25.67	34.49	35.24	36.59
Other Expenses	380.77	402.38	310.41	330.02
Total expenses	5,015.71	5,358.39	5,162.16	5,511.21
Profit before Prior period item, exceptional item, extraordinary items and tax	192.95	280.87	311.77	358.46
Prior period items	-	-	-	-
Profit before exceptional item, extraordinary items and tax	192.95	280.87	311.77	358.46
Exceptional items	-	-	-	-
Profit before extraordinary items and tax	192.95	280.87	311.77	358.46
<u>Extraordinary items</u>				
Gain/ (Loss) on sale of Investment	0.10	-	0.38	(0.05)
Net Profit/(Loss) before tax	193.05	280.87	312.15	358.41
Less: Tax expense				
Current tax	52.60	82.00	87.50	105.00
Deferred tax (assets)/ liabilities	1.53	(2.62)	(0.45)	(2.66)
Total tax expense	54.13	79.38	87.05	102.34
Net profit / (loss) after tax	138.92	201.49	225.10	256.08

Annexure III
CASH FLOW STATEMENT, AS RESTATED

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Cash Flow From Operating Activities				
Net Profit before tax and after extra-ordinary items	193.05	280.87	312.15	358.41
Adjustments for items:				
Depreciation and amortisation expense	25.67	34.49	35.24	36.59
(Gain)/ Loss on sale of investment	(0.10)	-	(0.38)	0.05
Interest Income	(2.02)	(17.29)	(13.73)	(9.57)
Finance Cost	164.52	251.91	222.93	166.47
Operating Profit Before Working Capital Adjustments	381.13	549.99	556.21	551.95
Adjustment for Changes in Working Capital				
Trade and other payable	767.92	586.13	85.64	149.90
Other Long term liabilities	16.95	(22.55)	(7.75)	(26.33)
Long-term provisions	3.69	12.28	4.49	8.10
Short-term provisions	(5.94)	5.84	2.90	1.43
Other Current Liabilities	121.53	73.78	(50.39)	46.12
Trade and other Receivables	(211.46)	(823.78)	(218.59)	(382.89)
Long Term Loans & Advances	-	(2.03)	(0.15)	(3.48)
Short Term Loans & Advances	127.15	(105.91)	(336.97)	(25.74)
Other Non- current assets	31.19	(35.03)	(45.99)	(134.12)
Other Current Assets	(15.34)	(1.43)	12.18	(3.28)
Inventories	(963.32)	(101.23)	(501.51)	(193.59)
Cash Flow Generated from Operations	253.50	136.07	(499.92)	(11.92)
Taxes Paid	52.60	81.96	87.50	105.13
Net Cash flow from Operating activities (A)	200.90	54.11	(587.42)	(117.05)
Cash Flow From Investing Activities				
(Purchase)/Sale of Fixed Assets	(23.95)	(18.38)	(42.31)	(0.87)
Change in Non-Current investment	0.20	(3.80)	(2.20)	(2.00)
(Gain)/ Loss on sale of investment	0.10	-	0.38	(0.05)
Interest Received	2.02	17.29	13.73	9.57
Net Cash Flow from Investing Activities (B)	(21.64)	(4.90)	(30.39)	6.64
Cash Flow From Financing Activities				
Proceeds from/ (Repayment of) Borrowing	36.59	136.93	845.33	143.51
Proceeds from Share Capital	-	100.00	-	144.61
Finance cost	(164.52)	(251.91)	(222.93)	(166.47)
Net Cash Flow from Financing Activities (C)	(127.93)	(14.98)	622.41	121.65
Net Cash Flow during the year (A + B + C)	51.33	34.23	4.59	11.25
Cash & Cash equivalent at the beginning of the year	172.74	138.50	133.92	122.67
Cash & Cash Equivalent at the end of the year	224.07	172.74	138.50	133.92

Cash & Bank Balances comprises of:

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Cash and Cash Equivalents				
Cash in hand	11.93	3.90	4.45	4.00
Balance with Banks	6.81	7.13	7.30	7.14
Other Bank Balances				
Fixed Deposit	205.33	161.71	126.75	122.78
Total	224.07	172.74	138.51	133.92

GENERAL INFORMATION

Our Company was incorporated as Adeshwar Meditex Limited on April 02, 2007 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration number 169544. The status of the Company was changed to public limited and the name of our Company was changed to Adeshwar Meditex Limited vide Special Resolution dated February 16, 2021. The fresh certificate of incorporation consequent to conversion was issued on March 9, 2021 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U52390MH2007PLC169544. For further details pertaining to the change of name of our Company and the change in Registered Office, please refer the chapter “History and Certain Corporate Matters” on page no. 102 of this Draft Prospectus.

BRIEF COMPANY AND ISSUE INFORMATION

Registered Office	Adeshwar Meditex Limited 605, 6 th floor, Plot-99, Niranjana Building, Bhagwan Todi Bal Udyan Marg, Marine Lines Railway Station, Marine Drive, Mumbai – 400002. Tel No.: 022-022674137 / 38 Email ID: info@adeshwarmeditex.com Website: www.adeshwarmeditex.com
Date of Incorporation	April 02, 2007
Company Registration Number	169544
Company Identification Number	U52390MH2007PLC169544
Address of the Registrar of Companies	Address: Everest, 100, Marine Drive, Mumbai – 400002 Tel No.: + 91 22 22812627/22020295/22846954 Fax No.: +91 22 22811977
Issue Programme	Issue Opens on: [●] Issue Closes on: [●]
Designated Stock Exchange	BSE Limited
Company Secretary and Compliance Officer	Anushree Tekriwal 605, 6 th Floor, Plot No.-99, Niranjana Building, Bhagwan Todi Bal, Udyan Marg, Marine Lines Railway Station, Marine Drive, Mumbai - 400002. Tel No.: 022-022674137 / 38 Email ID: compliance@adeshwarmeditex.com Website: www.adeshwarmeditex.com

Board of Directors

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

Name	Designation	DIN	Residential Address
Siddharth Talati	Chairperson & Managing Director	01748038	902, Pleasant Palace, 9 th Floor, 16, Narayan Dabholkar Road, Malabar Hill, Mumbai – 400 006.
Ashalata Raut	Whole - Time Director	02608730	B-306, Diamond Point Apartment, Navali Gate, Palghar, Mumbai-401404.
Krishnojirao Nagaraja Rao	Whole - Time Director	07684308	Manasa No. 2663, 1 st Main MCC, B Block, Devangere, Karnataka-577004.
Sucheta Talati	Non - Executive Director	01976461	902, Pleasant Palace, 9 th Floor, 16, Narayan Dabholkar Road, Malabar Hill, Mumbai – 400 006.
Hajari Lal Saini	Non - Executive Independent Director	09107813	77-D, Pawan Putra Colony, Panchywala, Sirsi Road, Vaishali Nagar, Jaipur, Rajasthan – 302021.
Vijay Garg	Non - Executive Independent Director	03176814	Old KTM College Adarsh Nagar Colony, Shivpuri, Madhya Pradesh – 473551.

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled “Our Management” beginning on page no. 107 of this Draft Prospectus.

Investor Grievances

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

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

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY

LEAD MANAGER



ARYAMAN FINANCIAL SERVICES LIMITED

60, Khatau Building, Ground Floor

Alkesh Dinesh Modi Marg

Opp. P. J. Towers (BSE Building),

Fort, Mumbai – 400 001

Tel No.: +91 – 22 – 6216 6999

Email: ipo@afsl.co.in

For Investor Grievances: feedback@afsl.co.in

Website: www.afsl.co.in

Contact Person: Shweta Kothari / Hiral Motani

SEBI Registration No.: INM000011344

REGISTRAR TO THE ISSUE



BIGSHARE SERVICES PRIVATE LIMITED

1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis

Makwana Road, Marol, Andheri East, Mumbai – 400 059

Tel. No.: +91 22 6263 8200

Email: ipo@bigshareonline.com

Website: www.bigshareonline.com

Investor Grievance Email: investor@bigshareonline.com

Contact Person: Babu Raphael

SEBI Registration No.: INR000001385

LEGAL COUNSEL TO THE ISSUE

A. A. Maniyar (Advocate)

Office No. 2-A, Ground Floor, Ali Chambers

Tamarind Street, Fort, Mumbai 400 001

Tel No.: +91 02265 5505

Email: advamaniyar@gmail.com

Contact Person: Sayyed Allahnaksh

STATUTORY AUDITOR / PEER REVIEW AUDITOR

M/s. H. M. Shah & Co., Chartered Accountants

404, Sai Chamber, Opposite Railway Station,
Santacruz (East), Mumbai – 400055.

Tel: +91- 22 –26180244

Email: rckassociates@gmail.com

Contact Person: Bharat Kumar

Membership No.: 404305

Firm Registration No.: 109585W

Peer Review No: 011797

CHANGES IN THE AUDITORS

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

Date	From	To	Reason for Change
August 14, 2019	Gotecha & Associates, Chartered Accountants Office no. 3, Pipwala Compound, Prabhat colony, Santacruz East Mumbai – 400055 Email: gotecha.associates@gmail.com Contact Person: Ankit Gotecha Membership No.: 164789 Firm Registration No.: 140561W	M/s. H. M. Shah & Co., Chartered Accountants 404, Sai Chamber, Opposite Railway Station, Santacruz (East), Mumbai – 400055 Tel: +91- 22 –26180244 Email: rckassociates@gmail.com Contact Person: Bharat Kumar Membership No.: 404305 Firm Registration No.: 109585W Peer Review No: 011797	Appointment of Peer Review Certified Auditor
September 29, 2018	ARR & Associates, Chartered Accountants 138, 1st floor, Topiwala Centre, Near Railway Station, Goregaon (west), Mumbai– 400062 Email: mail@arrca.in Contact Person: Avinash Rawal Membership No.: 141062 Firm Registration No.: 138868W	Gotecha & Associates, Chartered Accountants Office no. 3, Pipwala Compound, Prabhat colony, Santacruz East, Mumbai – 400055 Email: gotecha.associates@gmail.com Contact Person: Ankit Gotecha Membership No.: 164789 Firm Registration No.: 140561W	Appointment in case of Casual Vacancy

BANKERS TO OUR COMPANY

[•]

BANKER(S) TO THE ISSUE / REFUND BANK / SPONSOR BANK

[•]

SELF-CERTIFIED SYNDICATE BANKS

The list of banks that have been notified by SEBI to act as the SCSBs (i) in relation to the ASBA (other than through UPI Mechanism) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> or <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, as applicable or such other website as updated from time to time, and (ii) in relation to ASBA (through UPI Mechanism), a list of which is available on the website of SEBI at <https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40> or such other website as updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, refer to the above-mentioned link or any other such website as may be prescribed by SEBI 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=yesandintmId=40>. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above mentioned SEBI link.

REGISTERED BROKERS

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

REGISTRAR AND SHARE TRANSFER AGENTS

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

COLLECTING DEPOSITORY PARTICIPANTS

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

INTER SE ALLOCATION OF RESPONSIBILITIES FOR THE ISSUE

Aryaman Financial Services Limited (AFSL) is the sole Lead Manager (LM) to the issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them.

MONITORING AGENCY

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

APPRAISING AUTHORITY

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

CREDIT RATING

As the Issue is of Equity Shares, the appointment of a credit rating agency 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.

GREEN SHOE OPTION

No green shoe option is applicable for the Issue.

TRUSTEES

As this is an Issue of Equity Shares, the appointment of trustees is not required.

EXPERT OPINION

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

Our Company has received written consent from the Statutory Auditor namely, M/s. H. M. Shah & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect to their Report on Restated Financial Statements dated March 26, 2021, and Report on Statement of Tax Benefits dated March 26, 2021 and issued by them, included in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

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

FILING OF OFFER DOCUMENT

The Draft Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of Draft Prospectus shall be furnished to the Board in a soft copy.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Company, Mumbai situated at Everest,100, Marine Drive,Mumbai-400002.

ISSUE PROGRAMME

Event	Dates
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds	[●]
Credit of Equity Shares to demat accounts of allottees	[●]
Commencement of trading of Equity Shares on the Stock Exchange	[●]

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.

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 Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock 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 Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public 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 are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants 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 Applicants 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.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated March 24, 2021. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of Shares Underwritten	Amount Underwritten	% of total Issue size underwritten
Aryaman Financial Services Limited 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 Tel. No.:+91 22 6216 6999 Email: ipo@afsl.co.in	36,96,000	[●]	94.77%
Aryaman Capital Markets Limited 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai - 400 001 Tel. No.:+91 22 6216 6999 Email: aryacapm@gmail.com	2,04,000	[●]	5.23%
Total	39,00,000	[●]	100.00%

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

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would Issue a public notice in the newspapers, in which the pre- Issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

MARKET MAKER



ARYAMAN CAPITAL MARKETS LIMITED
60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg,
Opp. P.J. Tower (BSE Building), Fort, Mumbai - 400 001
Tel. No.: +91 22 6216 6999
Email: aryacapm@gmail.com
Contact Person: Harshad Dhanawade
SEBI Registration No.: INZ000004739
Market Maker Reg. No.: SMEMM0651421122012

Details of the Market Making Arrangement for this Issue

Our Company and the Lead Manager, have entered into an agreement dated March 24, 2021 with Aryaman Capital Markets Limited (“ACML”), a Market Maker registered with SME Platform of BSE Limited in order to fulfil the obligations of Market Making

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

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

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be ₹ 1,00,000. 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.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of BSE Limited from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
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 or 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 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.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time.

10. **Risk containment measures and monitoring for Market Maker:** SME Platform of BSE Limited will have all margins which are applicable on the BSE 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.
11. **Punitive Action in case of default by Market Maker:** SME Platform of BSE Limited will monitor the obligations on a real-time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines

may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

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.

12. 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.

The following spread will be applicable on the SME Exchange Platform:

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

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

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

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

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

CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Draft Prospectus and after giving effect to 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		
	1,50,00,000 Equity Shares of face value of ₹ 10 each	1500.00	-
B.	Issued, Subscribed And Paid-Up Equity Capital before the Issue		
	1,05,31,426 Equity Shares of face value of ₹ 10 each	1053.14	-
C.	Present Issue in Terms of this Draft Prospectus		
	Issue of Up to 39,00,000 Equity Shares of face value of ₹ 10 each ⁽¹⁾	390.00	[●]
	Which Comprises:		
	2,04,000 Equity Shares of face value of ₹10 each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	20.40	[●]
	Net Issue to Public of 36,96,000 Equity Shares of face value of ₹ 10 each at a price of ₹ [●] per Equity Share to the Public	369.60	[●]
	<i>Of which⁽²⁾</i>		
	Allocation to Retail Individual Investors of Up to 18,48,000 Equity Shares	184.80	[●]
	Allocation to other than Retail Individual Investors of Up to 18,48,000 Equity Shares	184.80	[●]
D.	Paid-up Equity Capital after the Issue		
	Up to 1,44,31,426 Equity Shares of face value of ₹ 10 each		1443.14
E.	Securities Premium Account		
	Before the Issue		NIL
	After the Issue		[●] ⁽³⁾

⁽¹⁾ The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on March 17, 2021 and by our Shareholders pursuant to a Special Resolution passed at the Extra-Ordinary General meeting held on March 17, 2021.

⁽²⁾ Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

⁽³⁾ To be finalized upon determination of the Issue Price.

Our Company has no outstanding convertible instruments as on the date of this Draft Prospectus.

CHANGES IN AUTHORIZED SHARE CAPITAL

The initial Authorized Share Capital of ₹ 10,00,000 (Ten Lakh) divided into 1,00,000 (One Lakh) Equity Shares of ₹ 10 each was increased to ₹ 50,00,000 (Fifty Lakh) divided into 5,00,000 (Five Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on April 30, 2011.

The Authorized Share Capital shares of ₹ 50,00,000 (Fifty Lakh) divided into 5,00,000 (Five Lakh) Equity Shares of ₹ 10 each was increased to ₹ 1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on March 22, 2012.

The Authorized Share Capital shares of ₹ 1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of ₹ 10 each was increased to ₹ 2,00,00,000 (Two Crore) divided into 20,00,000 (Twenty Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on November 10, 2012.

The Authorized Share Capital shares of ₹ 2,00,00,000 (Two Crore) divided into 20,00,000 (Twenty Lakh) Equity Shares of ₹ 10 each was increased to ₹ 3,00,00,000 (Three Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on February 18, 2013.

The Authorized Share Capital shares of ₹ 3,00,00,000 (Three Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10 each was increased to ₹ 4,00,00,000 (Four Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10 each and 10,00,000 (Ten Lakh) Preference Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on July 31, 2013.

The Authorized Share Capital shares of ₹ 4,00,00,000 (Four Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10 each and 10,00,000 (Ten Lakh) Preference Shares of ₹ 10 each was reclassified as ₹ 4,00,00,000 (Four Crore) divided into 40,00,000 (Forty Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on March 28, 2016.

The Authorized Share Capital shares of ₹ 4,00,00,000 (Four Crore) divided into 40,00,000 (Forty Lakh) Equity Shares of ₹ 10 each was increased to ₹ 5,00,00,000 (Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on February 6, 2017.

The Authorized Share Capital shares of ₹ 5,00,00,000 (Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Shares of ₹ 10 each was increased to ₹ 10,00,00,000 (Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on January 6, 2020.

The Authorized Share Capital shares of ₹ 10,00,00,000 (Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10 each was increased to ₹ 15,00,00,000 (Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on January 23, 2021.

NOTES TO THE CAPITAL STRUCTURE

1. 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 ⁽¹⁾	86,000	10	10	Cash	Subscription to MOA	86,000	8,60,000	-
March 21, 2012 ⁽²⁾	14,000	10	55	Cash	Further Allotment	1,00,000	10,00,000	6,30,000
March 22, 2012 ⁽³⁾	4,00,000	10	N.A.	Other than Cash	Bonus Allotment	5,00,000	50,00,000	-
March 26, 2012 ⁽⁴⁾	73,000	10	55	Cash	Further Allotment	5,73,000	57,30,000	32,85,000
January 15, 2013 ⁽⁵⁾	8,59,500	10	N.A.	Other than Cash	Bonus Allotment	14,32,500	1,43,25,000	-
January 25, 2013 ⁽⁶⁾	5,67,500	10	17.51	Cash	Further Allotment	20,00,000	2,00,00,000	42,61,925
March 12, 2014 ⁽⁷⁾	7,50,000	10	N.A.	Other than Cash	Bonus Allotment	27,50,000	2,75,00,000	-
March 19, 2014 ⁽⁸⁾	98,000	10	23.45	Cash	Further Allotment	28,48,000	2,84,80,000	13,18,100
December 20, 2016 ⁽⁹⁾	4,74,667	10	N.A.	Other than Cash	Bonus Allotment	33,22,667	3,32,26,670	13,18,100
February 13, 2017 ⁽¹⁰⁾	3,84,615	10	13	Cash	Further Allotment	37,07,282	3,70,72,820	24,71,945

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 (₹)
February 21, 2017 ⁽¹¹⁾	2,00,000	10	13	Cash	Further Allotment	39,07,282	3,90,72,820	30,71,945
March 1, 2017 ⁽¹²⁾	1,00,000	10	13	Cash	Further Allotment	40,07,282	4,00,72,820	33,71,945
March 1, 2017 ⁽¹³⁾	2,15,384	10	13	Cash	Further Allotment	42,22,666	4,22,26,660	40,18,097
April 21, 2017 ⁽¹⁴⁾	1,00,000	10	13	Cash	Further Allotment	43,22,666	4,32,26,660	43,18,097
March 28, 2018 ⁽¹⁵⁾	5,73,656	10	22	Cash	Further Allotment	48,96,322	4,89,63,220	1,12,01,969
March 31, 2018 ⁽¹⁶⁾	83,677	10	22	Cash	Further Allotment	49,79,999	4,97,99,990	1,22,06,093
January 23, 2020 ⁽¹⁷⁾	2,85,714	10	35	Cash	Further Allotment	52,65,713	5,26,57,130	1,93,48,943
January 25, 2021 ⁽¹⁸⁾	52,65,713	10	NA	Other than Cash	Bonus Allotment	1,05,31,426	10,53,14,260	-

⁽¹⁾ Initial Subscription to MoA of 76,000 Equity Shares by Siddharth Talati and 10,000 Equity Shares by Sitanshi Parikh.

⁽²⁾ Vide resolution dated March 21, 2012, our Company has allotted 14,000 Equity Shares to Siddharth Talati (4,000 Equity Share) and Sucheta Talati (10,000 Equity Shares).

⁽³⁾ Vide resolution dated March 22, 2012, our Company has allotted 4,00,000 Equity Shares to Siddharth Talati (3,20,000 Equity Share) and Sucheta Talati (80,000 Equity Shares) in the proportion of 4 Equity Share for every 1 Equity Share held, by capitalization of Free Reserves.

⁽⁴⁾ Vide resolution dated March 26, 2012, our Company has allotted 73,000 Equity Shares to Sitanshi Parikh (36,500 Equity Share) and Sucheta Talati (36,500 Equity Shares).

⁽⁵⁾ Vide resolution dated January 15, 2013, our Company has allotted 8,59,500 Equity Shares to Siddharth Talati (6,00,000 Equity Share), Sitanshi Parikh (1,29,750 Equity Share) and Sucheta Talati (1,29,750 Equity Share) in the proportion of 3 Equity Share for every 2 Equity Share held, by capitalization of Free Reserves.

⁽⁶⁾ Vide resolution dated January 25, 2013, our Company has allotted 5,67,500 Equity Shares to Siddharth Talati (2,31,500 Equity Share) Sitanshi Parikh (69,000 Equity Share) and Sucheta Talati (2,67,000 Equity Shares).

⁽⁷⁾ Vide resolution dated March 12, 2014, our Company has allotted 7,50,000 Equity Shares to Siddharth Talati (4,61,850 Equity Share), Sitanshi Parikh (1,06,950 Equity Share) and Sucheta Talati (1,81,250 Equity Share) in the proportion of 3 Equity Shares for every 8 Equity Shares held, by capitalization of Free Reserves.

⁽⁸⁾ Vide resolution dated March 19, 2014, our Company has allotted 98,000 Equity Shares to Sitanshi Parikh (12,800 Equity Share) and Sucheta Talati (85,200 Equity Shares).

⁽⁹⁾ Vide resolution dated December 20, 2016, our Company has allotted 4,74,667 Equity Shares to Siddharth Talati (2,82,225 Equity Share), Sitanshi Parikh (79,875 Equity Share) and Sucheta Talati (1,12,567 Equity Share) in the proportion of 1 Equity Shares for every 6 Equity Shares held, by capitalization of Free Reserves.

⁽¹⁰⁾ Vide resolution dated February 13, 2017, our Company has allotted 3,84,615 Equity Shares to Krishnoji Rao Nagaraja Rao

⁽¹¹⁾ Vide resolution dated February 21, 2017, our Company has allotted 2,00,000 Equity Shares to B.D.Chavan

⁽¹²⁾ Vide resolution dated March 1, 2017, our Company has allotted 1,00,000 Equity Shares to Abhinandan Rao

⁽¹³⁾ Vide resolution dated March 1, 2017, our Company has allotted 2,15,384 Equity Shares to Krishnoji Rao Nagaraja Rao

⁽¹⁴⁾ Vide resolution dated April 21, 2017, our Company has allotted 1,00,000 Equity Shares to Abhinandan Rao

⁽¹⁵⁾ Vide resolution dated March 28, 2018, our Company has allotted 5,73,656 Equity Shares to Ashalata Raut (3,54,545 Equity Shares) and Mahaveerprasad Agrawal (2,19,111 Equity Shares)

⁽¹⁶⁾ Vide resolution dated March 31, 2018, our Company has allotted 83,677 Equity Shares to Ashalata Raut

⁽¹⁷⁾ Vide resolution dated January 23, 2020, our Company has allotted 2,85,714 Equity Shares to Prithvi Singh (33,714 Equity Shares), Sanjay Singh (1,62,857 Equity Shares) and Ayesha Singh (89,143 Equity Shares)

⁽¹⁸⁾ Vide resolution dated January 25, 2021, our Company has allotted 52,65,713 Equity Shares to Siddharth Talati (28,53,449 Equity Share), Sucheta Talati (2,24,217 Equity Share), Abhinandan Rao (2,00,000 Equity Shares), Krishnoji Rao Nagaraja Rao (8,45,000 Equity Shares), B.D.Chavan (2,00,000 Equity Shares), Ashalata Raut (4,38,222 Equity Shares), Mahaveerprasad Agrawal (2,19,111 Equity Shares), Prithvi Singh (33,714 Equity Shares),

Sanjay Singh (1,62,857 Equity Shares) and Ayesha Singh (89,143 Equity Shares) in the proportion of 1 Equity Shares for every 1 Equity Shares held, by capitalization of Free Reserves.

2. Details of Equity Shares issued for consideration other than cash:

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Benefit accrued to Company
March 22, 2012 ⁽¹⁾	4,00,000	10	N.A.	Bonus Issue	Expansion of Capital
January 15, 2013 ⁽²⁾	8,59,500	10	N.A.	Bonus Issue	Expansion of Capital
March 12, 2014 ⁽³⁾	7,50,000	10	N.A.	Bonus Issue	Expansion of Capital
December 20, 2016 ⁽⁴⁾	4,74,667	10	N.A.	Bonus Issue	Expansion of Capital
January 25, 2021 ⁽⁵⁾	52,65,713	10	N.A.	Bonus Issue	Expansion of Capital

- (1) Vide resolution dated March 22, 2012, our Company has allotted 4,00,000 Equity Shares to Siddharth Talati (3,20,000 Equity Share) and Sucheta Talati (80,000 Equity Shares) in the proportion of 4 Equity Share for every 1 Equity Share held, by capitalization of Free Reserves.
- (2) Vide resolution dated January 15, 2013, our Company has allotted 8,59,500 Equity Shares to Siddharth Talati (6,00,000 Equity Share), Sitanshi Parikh (1,29,750 Equity Share) and Sucheta Talati (1,29,750 Equity Share) in the proportion of 3 Equity Share for every 2 Equity Share held, by capitalization of Free Reserves.
- (3) Vide resolution dated March 12, 2014, our Company has allotted 7,50,000 Equity Shares to Siddharth Talati (4,61,850 Equity Share), Sitanshi Parikh (1,06,950 Equity Share) and Sucheta Talati (1,81,250 Equity Share) in the proportion of 3 Equity Shares for every 8 Equity Shares held, by capitalization of Free Reserves.
- (4) Vide resolution dated December 20, 2016, our Company has allotted 4,74,667 Equity Shares to Siddharth Talati (2,82,225 Equity Share), Sitanshi Parikh (79,875 Equity Share) and Sucheta Talati (1,12,567 Equity Share) in the proportion of 1 Equity Shares for every 6 Equity Shares held, by capitalization of Free Reserves.
- (5) Vide resolution dated January 25, 2021, our Company has allotted 52,65,713 Equity Shares to Siddharth Talati (28,53,449 Equity Share), Sucheta Talati (2,24,217 Equity Share), Abhinandan Rao (2,00,000 Equity Shares), Krishnoji Rao Nagaraja Rao (8,45,000 Equity Shares), B.D.Chavan (2,00,000 Equity Shares), Ashalata Raut (4,38,222 Equity Shares), Mahaveerprasad Agrawal (2,19,111 Equity Shares), Prithvi Singh (33,714 Equity Shares), Sanjay Singh (1,62,857 Equity Shares) and Ayesha Singh (89,143 Equity Shares) in the proportion of 1 Equity Shares for every 1 Equity Shares held, by capitalization of Free Reserves.

3. No shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act, 2013.
4. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
5. Our Company has not issued any equity shares lower than the Issue Price during the preceding 1 (one) year except as stated below:

Date of Allotment	Name of the Allottees	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Promoter / Promoter Group	Reasons for Allotment	Benefit accrued to Company
January 25, 2021	Siddharth Talati	28,53,449	10	N.A.	Yes	Bonus Issue	Expansion of Capital
	Sucheta Talati	2,24,217			Yes		
	Abhinandan Rao	2,00,000			No		
	Krishnoji Rao Nagaraja Rao	8,45,000			No		
	B.D.Chavan	2,00,000			No		
	Ashalata Raut	4,38,222			No		
	Mahaveerprasad Agrawal	2,19,111			No		
	Prithvi Singh	33,714			No		
	Sanjay Singh	1,62,857			No		
Ayesha Singh	89,143	No					
Total		7,52,500					

6. Shareholding Pattern of our Company

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

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No (a)	As a % of total Shares held (b)	No (a)	As a % of total Shares held (b)	
								Class-Equity	Class	Total								
A	Promoter & Promoter Group	2	61,55,332	-	-	61,55,332	58.45%	61,55,332	-	61,55,332	58.45%	-	-	-	-	-	-	61,55,332
B	Public	8	43,76,094	-	-	43,76,094	41.55%	43,76,094	-	43,76,094	41.55%	-	-	-	-	-	-	-
C	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	10	1,05,31,426	-	-	1,05,31,426	100.00%	1,05,31,426	-	1,05,31,426	100.00%	-	-	-	-	-	-	61,55,332

- b) 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 Draft Prospectus

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Siddharth Talati	57,06,898	54.19%
2.	Sucheta Talati	4,48,434	4.26%
3.	Abhinandan Rao	4,00,000	3.80%
4.	Krishnojirao Nagaraja Rao	16,90,000	16.05%
5.	B.D.Chavan	4,00,000	3.80%
6.	Ashalata Raut	8,76,444	8.32%
7.	Mahaveerprasad Agrawal	4,38,222	4.16%
8.	Sanjay Singh	3,25,714	3.09%
9.	Ayesha Singh	1,78,286	1.69%
Total		1,04,63,998	99.36%

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

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share capital (%)
1.	Siddharth Talati	1,975,575	39.67%
2.	Sitanshi Parikh	484,875	9.74%
3.	Sucheta Talati	862,217	17.31%
4.	Abhinandan Rao	200,000	4.02%
5.	Krishnojirao Nagaraja Rao	599,999	12.05%
6.	B.D.Chavan	200,000	4.02%
7.	Ashalata Raut	438,222	8.80%
8.	Mahaveerprasad Agrawal	219,111	4.40%
Total		4,979,999	100.00%

- d) 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 Draft Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Siddharth Talati	28,53,449	54.19%
2.	Sucheta Talati	224,217	4.26%
3.	Abhinandan Rao	2,00,000	3.80%
4.	Krishnojirao Nagaraja Rao	845,000	16.05%
5.	B.D.Chavan	2,00,000	3.80%
6.	Ashalata Raut	438,222	8.32%
7.	Mahaveerprasad Agrawal	219,111	4.16%
8.	Sanjay Singh	162,857	3.09%
9.	Ayesha Singh	89,143	1.69%
Total		5,265,714	99.36%

- e) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as of 10 days prior to the date of this Draft Prospectus.

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
1.	Siddharth Talati	57,06,898	54.19%
2.	Sucheta Talati	4,48,434	4.26%
3.	Abhinandan Rao	4,00,000	3.80%
4.	Krishnojirao Nagaraja Rao	16,90,000	16.05%
5.	B.D.Chavan	4,00,000	3.80%
6.	Ashalata Raut	8,76,444	8.32%

Sr. No.	Name of the Shareholder	Number of Equity shares	Percentage of the pre-Issue Equity Share Capital (%)
7.	Mahaveerprasad Agrawal	4,38,222	4.16%
8.	Sanjay Singh	3,25,714	3.09%
9.	Ayesha Singh	1,78,286	1.69%
	Total	1,04,63,998	99.36%

- f) Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
- g) Our Company has not issued any warrants, convertible debentures, loan or any other instrument which would entitle the shareholders to equity shares upon exercise or conversion.
7. Except as disclosed in this Draft Prospectus, our Company does not have any intention or proposal to alter our capital structure within a period of 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. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue 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.

8. Shareholding of our Promoter

- a) Build-up of the shareholding of our Promoter in our Company since incorporation

Date of Allotment / Transfer	Nature of Issue / Transaction	Nature of Consideration	No. of Equity Shares	FV (₹)	Acquisition / Transfer Price	Cumulative No. of shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
Siddharth Talati								
Upon Incorporation ⁽¹⁾	Subscription to MOA	Cash	76,000	10	10	76,000	0.72%	0.53%
March 21, 2012 ⁽²⁾	Further Allotment	Cash	4,000	10	55	80,000	0.04%	0.03%
March 22, 2012 ⁽³⁾	Bonus Allotment	Other than Cash	3,20,000	10	N.A.	4,00,000	3.04%	2.22%
January 15, 2013 ⁽⁴⁾	Bonus Allotment	Other than Cash	6,00,000	10	N.A.	10,00,000	5.70%	4.16%
January 25, 2013 ⁽⁵⁾	Further Allotment	Cash	2,31,500	10	17.51	12,31,500	2.20%	1.60%
March 30, 2013 ⁽⁶⁾	Transfer (Gift Deed)	Other than Cash	100	10	N.A.	12,31,600	Negligible	Negligible
March 12, 2014 ⁽⁷⁾	Bonus Allotment	Other than Cash	4,61,850	10	N.A.	16,93,450	4.39%	3.20%
March 30, 2014 ⁽⁸⁾	Transfer (Gift Deed)	Other than Cash	(100)	10	N.A.	16,93,350	Negligible	Negligible
December 20, 2016 ⁽⁹⁾	Bonus Allotment	Other than Cash	2,82,225	10	N.A.	19,75,575	2.68%	1.96%
December 31, 2019 ⁽¹⁰⁾	Transfer	Cash	(2,45,001)	10	35	17,30,574	-2.33%	-1.70%
January 16, 2020 ⁽¹¹⁾	Transfer (Gift Deed)	Other than Cash	11,22,875	10	N.A.	28,53,449	10.66%	7.78%
January 25, 2021 ⁽¹²⁾	Bonus Allotment	Other than Cash	28,53,449	10	N.A.	57,06,898	27.09%	19.77%

⁽¹⁾ Initial Subscription to MoA of 76,000 Equity Shares by Siddharth Talati and 10,000 Equity Shares by Sitanshi Parikh.

- (2) Vide resolution dated March 21, 2012, our Company has allotted 14,000 Equity Shares to Siddharth Talati (4,000 Equity Share) and Sucheta Talati (10,000 Equity Shares).
- (3) Vide resolution dated March 22, 2012, our Company has allotted 4,00,000 Equity Shares to Siddharth Talati (3,20,000 Equity Share) and Sucheta Talati (80,000 Equity Shares) in the proportion of 4 Equity Share for every 1 Equity Share held, by capitalization of Free Reserves.
- (4) Vide resolution dated January 15, 2013, our Company has allotted 8,59,500 Equity Shares to Siddharth Talati (6,00,000 Equity Share), Sitanshi Parikh (1,29,750 Equity Share) and Sucheta Talati (1,29,750 Equity Share) in the proportion of 3 Equity Share for every 2 Equity Share held, by capitalization of Free Reserves.
- (5) Vide resolution dated January 25, 2013, our Company has allotted 5,67,500 Equity Shares to Siddharth Talati (2,31,500 Equity Share) Sitanshi Parikh (69,000 Equity Share) and Sucheta Talati (2,67,000 Equity Shares).
- (6) Vide transfer dated March 30, 2013, Sitanshi Parikh and Sucheta Talati transferred 50 Equity Shares each to Siddharth Talati
- (7) Vide resolution dated March 12, 2014, our Company has allotted 7,50,000 Equity Shares to Siddharth Talati (4,61,850 Equity Share), Sitanshi Parikh (1,06,950 Equity Share) and Sucheta Talati (1,81,250 Equity Share) in the proportion of 3 Equity Shares for every 8 Equity Shares held, by capitalization of Free Reserves.
- (8) Vide transfer dated March 30, 2014, Siddharth Talati transferred 50 Equity Shares each to Sitanshi Parikh and Sucheta Talati.
- (9) Vide resolution dated December 20, 2016, our Company has allotted 4,74,667 Equity Shares to Siddharth Talati (2,82,225 Equity Share), Sitanshi Parikh (79,875 Equity Share) and Sucheta Talati (1,12,567 Equity Share) in the proportion of 1 Equity Shares for every 6 Equity Shares held, by capitalization of Free Reserves.
- (10) Vide transfer dated December 31, 2019, Siddharth Talati transferred 2,45,001 Equity Shares to Krishnoji Rao Nagaraja Rao.
- (11) Vide transfer dated January 16, 2020, Sitanshi Parikh transferred 4,84,875 Equity Shares and Sucheta Talati transferred 6,38,000 Shares to Siddharth Talati.
- (12) Vide resolution dated January 25, 2021, our Company has allotted 52,65,713 Equity Shares to Siddharth Talati (28,53,449 Equity Share), Sucheta Talati (2,24,217 Equity Share), Abhinandan Rao (2,00,000 Equity Shares), Krishnoji Rao Nagaraja Rao (8,45,000 Equity Shares), B.D.Chavan (2,00,000 Equity Shares), Ashalata Raut (4,38,222 Equity Shares), Mahaveerprasad Agrawal (2,19,111 Equity Shares), Prithvi Singh (33,714 Equity Shares), Sanjay Singh (1,62,857 Equity Shares) and Ayesha Singh (89,143 Equity Shares) in the proportion of 1 Equity Shares for every 1 Equity Shares held, by capitalization of Free Reserves.

Notes:

- None of the shares belonging to our Promoter have been pledged till date.
- The entire Promoter' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- Our Promoter have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoter have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
- All the shares held by our Promoter, were fully paid-up on the respective dates of acquisition of such shares.

b) Pre-Issue and Post-Issue Shareholding of our, Promoter and Promoter Group

Category of Promoter	Pre-Issue		Post-Issue	
	No. of Shares	% of Pre-Issue Capital	No. of Shares	% of Post-Issue Capital
1. Promoter				
Siddharth Talati	57,06,898	54.19%	57,06,898	39.54%
2. Promoter Group (as per defined by Reg. 2(1)(pp) of SEBI ICDR Regulations)				
Sucheta Talati	448,434	4.26%	448,434	3.11%
Total Promoter & Promoter Group Holding	61,55,332	58.45%	61,55,332	42.65%
Total Paid up Capital	1,05,31,426	100.00%	1,44,31,426	100.00%

All Equity Shares held by the Promoter and members of our Promoter Group have been dematerialised as on date of this Draft Prospectus.

9. Our Company has Ten (10) shareholders, as on the date of this Draft Prospectus.

10. We hereby confirm that:

- a) None of the members of the Promoter, Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Draft Prospectus
- b) None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Draft Prospectus.

11. Promoter's Contribution and Lock-in details

a) Details of Promoter's Contribution locked-in for three (3) years

Pursuant to the Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Issue Equity Share Capital held by our Promoter shall be considered as promoter's contribution ("Promoter's Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Promoter's Equity Shares proposed to be locked-in for a period of three years are as follows:

Name of the Promoter	Number of shares locked-in	As a % of Post Issue Share Capital
Siddharth Talati	Upto 28,95,000	20.06%
Total	Upto 28,95,000	20.06%

For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 8 under "Notes to Capital Structure" on page no. 56 of this Draft Prospectus.

We confirm that in compliance with Regulation 237 of SEBI ICDR Regulations, the minimum Promoter contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being issued to public in the Issue.
- The Equity Shares held by the Promoter and offered for minimum 20% Promoter' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter' Contribution subject to lock-in.

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

a) Details of share capital locked-in for one (1) year

- i) Pursuant to Regulation 238 (b) of the SEBI (ICDR) Regulations, in addition to the Promoter's Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue.
- ii) Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoter can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the Issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Draft Prospectus, none of the Equity Shares held by our Promoter have been pledged to any person, including banks and financial institutions.

- iii) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoter, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoter / Promoter Group or to a new promoter 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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- iv) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoter, 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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
12. Neither the Company, nor its Promoter, 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.
13. 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 Draft 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
14. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The Lead Manager and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.
15. As on date of this Draft 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 ESOP's till date.
16. None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "*Our Management*" beginning on page no. 107 of this Draft Prospectus.
17. 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 no 195 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
18. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post Issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter 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.
19. 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 effected in accordance with applicable laws, rules, regulations and guidelines
20. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
21. 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.

22. Our Company shall ensure that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
23. Our Promoter and Promoter Group will not participate in the Issue.
24. Our Company has not re-valued its assets and we do not have any revaluation reserves till date.

SECTION V- PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

Issue Proceeds and Net Issue Proceeds

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

Particulars	Amount
Gross Proceeds of the Issue	[●]
Less: Issue related expenses ⁽¹⁾	[●]
Net Proceeds of the Issue	[●]

(₹ in lakhs)

⁽¹⁾The Issue related expenses are estimated expenses and subject to change

Net Issue

Our Company proposes to utilize the Net Proceeds from Issue towards funding the following objects (collectively, referred to herein as the “Objects”):

1. Part Repayment of Loans
2. Funding Working capital requirements
3. General Corporate Purpose

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential stakeholders.

The Main Objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by the Company through the Present Issue. Further, we confirm that the activities that we have been conducting until now are in accordance with the objects clause of our Memorandum of Association.

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:

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Amount to be deployed from the Net Proceeds in FY 2021-22
1.	Part Repayment of Loans	200.00	200.00
2.	Funding Working capital requirements	525.00	525.00
3.	General Corporate Purpose	[●]	[●]
Total		[●]	[●]

(₹ in lakhs)

Requirement of Funds and Means of Finance

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 utilizing our internal accruals or seeking debt financing.

The entire fund requirements are to be financed from the Net Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled “Risk Factors” on page no. 18 of this Draft Prospectus.

DETAILS OF THE FUND REQUIREMENTS

1. Part Repayment of Loans

We have from time to time availed unsecured loan from our Directors. As on December 31, 2020 our Company had total outstanding unsecured loans from Sucheta Talati, i.e. Director amounting to ₹ 229.02 lakhs as confirmed by the Statutory Auditor M/s. H.M. Shah & Co., Chartered Accountants, vide Certificate dated March 26, 2021. This loan carries an interest rate of 15 % p.a. M/s. H.M. Shah & Co., Chartered Accountants, has further confirmed that this loan was mainly utilized for working capital needs & other funding requirements of the Company from time to time. For further details, see “Financial Indebtedness” on page no. 164 of this Draft Prospectus.

Our Company proposes to utilize an amount of ₹ 200.00 lakhs out of the Net Proceeds towards repayment of the borrowings obtained from Sucheta Talati - our Director.

As of the date of this Draft Prospectus, Our Company has not repaid the above mentioned loan availed from Sucheta Talati. However, we may repay the above loan, before we obtain proceeds from the Issue, through other means and source of financing, including bridge loan or other financial arrangements, which then will be repaid from the proceeds of the Issue.

2. Funding Working Capital Requirement

Our business is working capital intensive and we fund the majority of our working capital requirements in the ordinary course of our business from financing from various banks, financial institutions and internal accruals. As at December 31, 2020, our fund-based sanctioned working capital facilities comprised of ₹ 1,495.45 lakhs from banks & term loans amounting to ₹ 456.16 lakhs from banks and other financial institutions meant for working capital usage. For further information, please refer “Financial Indebtedness” on page no. 164 of this Draft Prospectus.

Basis of estimation of working capital requirement and estimated working capital requirement

Our Company’s existing working capital requirement on the basis of our Restated Financial Statements for the Fiscal 2020, Estimated Financials for the Fiscal 2021 and Projected Financials for Fiscal 2022 is as set out in the table below:

(₹ in lakhs)

Sr. No.	Particulars	Holdin g Levels (days)	For Fiscal 2019-20 (Audited)	Holdi ng Levels (days)	For Fiscal 2020-21 (Estimated)	Holdin g Levels (days)	For Fiscal 2021-22 (Projected)
I.	Current Assets:						
1.	Inventories	118	1,448.54	109	2,000.00	120	2,450.00
2.	Trade Receivable	155	2,787.37	141	2,500.00	120	2,750.00
3.	Short Term Loans & Advances	-	563.18	-	500.00	-	500.00
4.	Other Current Assets	-	25.63		30.00		50.00
	Total Current Assets (A)	-	4,824.72		5,030.00		5,750.00
II.	Current Liabilities						
1.	Trade Payables	83	1,271.06	79	1,250.00	76	1,580.00
2.	Other Current Liabilities and Short term Provisions	-	132.15		150.00		175.00
	Total Current Liabilities (B)	-	1,403.21		1,400.00		1,755.00
III.	Total Working Capital Gap (A – B)	-	3,421.51		3,630.00		3,995.00
IV.	Funding Pattern:						
1.	Working Capital Facilities	-	1,518.95	-	1,750.00	-	1,750.00

Sr. No.	Particulars	Holding Levels (days)	For Fiscal 2019-20 (Audited)	Holding Levels (days)	For Fiscal 2020-21 (Estimated)	Holding Levels (days)	For Fiscal 2021-22 (Projected)
	from Banks & Others Financial Institutions ⁽¹⁾						
2.	Unsecured Loans	-	610.10	-	420.00	-	220.00
3.	Internal Accruals / Owned Funds ⁽²⁾	-	1,292.46	-	1,460.49	-	1,500.00
4.	Part of the Net proceeds to be utilised	-	-	-	-	-	525.00

⁽¹⁾ Our sanctioned working capital facilities as on date of this Draft Prospectus comprised ₹ 1,750.00 lakhs from banks and other financial institutions.

⁽²⁾ The Statutory Auditors of the Company, M/s. H.M. Shah & Co., Chartered Accountants, vide their certificate dated March 26, 2021 have confirmed that the Company's 'Internal Accruals' and 'Owned Funds' as on December 31, 2020 aggregates to ₹ 1,996.09 lakhs and ₹ 2,522.66 lakhs respectively.

Our Statutory Auditor has, pursuant to a certificate dated March 26, 2021, certified the working capital requirements of our Company for the Fiscal 2022.

Justification for holding period levels

Particulars	Details
Current Assets	
Inventories	Inventory days are computed from the historic Restated Financial Statements and management estimates. Our Company is engaged in the manufacturing of surgical dressings and external preparations products of Wound care & Wound management, hence estimate our sales based on the forecast, demand and requirements and also on the customer specifications and accordingly we maintain our inventory levels. Therefore, our Company estimates, Inventory level to be at 120 days for the financial year 2021-22.
Trade Receivables	Trade Receivable days are computed from the historic Restated Financial Statements and are adjusted for future estimates based on management estimates. Our Company has estimated the holding level for Trade Receivable as 120 days of revenue from operations for the Financial Year 2021-22 considering continuation of current credit period due to volatile turnover growth.
Current Liabilities	
Trade Payables	Trade Payables are computed from the historic Restated Financial Statements and are adjusted for future estimates based on management estimates. Our Company intends to improve our relations and ensure timely supply which will require us to have ready inventory and paying the Creditors in short period of time will enable us to avail various trade discounts and better margins. Accordingly, we estimate that the Trade Payables be paid within a cycle of approximately 76 days for the F. Y. 2021-22.

3. General Corporate Purpose

Our management will have flexibility to deploy ₹ [●], aggregating to [●] % of the Net Proceeds towards general corporate purposes, 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 any other purposes as may be approved by our Board, subject to compliance with the necessary provisions of the Companies Act.

Our management, in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that in terms of Regulation 230 (2) of the SEBI ICDR Regulations, the extent of the Net Proceeds according to

this Draft Prospectus, proposed to be used for general corporate purposes, shall not exceed 25% of the amount raised by our Company through the Issue of Equity Shares.

ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ [●], which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in lakhs) ⁽¹⁾	% of Total Expenses ⁽¹⁾	% of Total Issue size ⁽¹⁾
1	Issue Management fees including fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	[●]	[●]%	[●]%
2	Brokerage and selling commission ⁽²⁾⁽³⁾⁽⁴⁾	[●]	[●]%	[●]%
3	Printing & Stationery, Distribution, Postage, etc.	[●]	[●]%	[●]%
4	Advertisement and Marketing Expenses	[●]	[●]%	[●]%
5	Stock Exchange Fees, Regulatory and other Expenses	[●]	[●]%	[●]%
Total		[●]	[●]%	[●]%

⁽¹⁾ Will be incorporated at the time of filing of the Prospectus and on determination of Issue Price and other details.

⁽²⁾ The SCSBs and other intermediaries will be entitled to a commission of ₹ [●]/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

⁽³⁾ The SCSBs would be entitled to processing fees of ₹ [●]/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

⁽⁴⁾ Further the SCSBs and other intermediaries will be entitled to selling commission of [●]% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

The Issue expenses are estimated expenses and subject to change. The Issue expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective Intermediaries by our Company.

Appraisal and Bridge Loans

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

Year wise Deployment of Funds / Schedule of Implementation

As on the date of this Draft Prospectus, no funds have been deployed on these objects. The entire Issue size is proposed to be deployed in the Financial Year 2021 – 22.

Monitoring of Utilization of Funds

Since the proceeds from the Issue do not exceed ₹ 10,000 lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilisation of the 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 unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the SEBI Listing 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 utilised for purposes other than those stated in this Draft 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 utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half yearly

basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Issue from the objects of the Issue as stated above.

Interim Use of Funds

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoter or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

Other Confirmations / Payment to Promoter and Promoter's Group from the IPO Proceeds

Except for part repayment of loan of ₹ 200.00 lakhs to our Director as mentioned in this Chapter above, no part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, our Board of Directors, our Key Management Personnel or Group Companies except in the normal course of business in compliance with applicable law.

BASIS OF ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ [●] per Equity Shares and is [●] time of the face value. Investors should read the following basis with the sections titled “Risk Factors”, “Financial Information” and the chapter titled “Our Business” beginning on page nos. 18, 129 and 82 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Experienced Promoter and management team with strong industry expertise and successful track record
- Existing well established goodwill and client relationships
- Quality assurance and R&D for quality control
- Wide range of products to cater to the domestic and global market
- Scalable business model

For more details on qualitative factors, refer to chapter “Our Business” on page no. 82 of this Draft Prospectus.

Quantitative Factors

The information presented in this section for the nine months period ended December 31, 2020, Fiscal ended March 31, 2020, March 31, 2019 and March 31, 2018 is derived from our Restated Financial Statements. For more details on financial information, investors please refer the chapter titled “Financial Statements as Restated” on page no. 129 of this Draft Prospectus.

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

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

Year ended March 31,	Basic & Diluted	
	EPS (in ₹) ⁽¹⁾	Weights
2020	2.00	3
2019	2.26	2
2018	2.96	1
Weighted Average	2.25	
For period ended December 31, 2020 ⁽²⁾	1.32	

⁽¹⁾ Based on Restated Financials of our Company

⁽²⁾ Not Annualised

Notes:

a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$$

b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year/period}}$$

c. Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 “Earnings per Share”, notified under section 133 of Companies Act, 2013 read together with paragraph 7 of Companies (Accounting) Rules, 2014.

- d. The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statements as appearing in “Annexure IV & V - Financial Information” beginning on page no. 129 Draft Prospectus.

2. Price Earnings Ratio (“P/E”) in relation to the Price of ₹ [●] per share of ₹ 10 each

Particulars	P/E*
P/E ratio based on Basic and Diluted EPS as at March 31, 2020	[●]
P/E ratio based on Basic and Diluted EPS as at Dec 31, 2020	[●]
P/E ratio based on Weighted Average EPS	[●]

* The same shall be updated once IPO price is finalised and updated in the Prospectus prior to opening the issue.

There are no listed companies in India that engage in a business similar to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

3. Return on Net worth (RoNW)

Year ended March 31,	RoNW (%) ⁽¹⁾	Weight
2020	10.71%	3
2019	14.25%	2
2018	18.90%	1
Weighted Average	13.25%	
For period ended December 31, 2020 ⁽²⁾	6.88%	

⁽¹⁾ Based on Restated Financials of our Company

⁽²⁾ Not Annualised

Note: Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net profit/loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

4. Net Asset Value (NAV)

Financial Year	NAV (₹)
NAV as at March 31, 2020	
based on actual no. of equity shares at the end of the year	35.73
based on actual no. of equity shares with bonus effect at the end of the year/ period ⁽¹⁾	18.69
NAV as at December 31, 2020	
based on actual no. of equity shares at the end of the year	38.37
based on actual no. of equity shares with bonus effect at the end of the year/ period ⁽¹⁾	19.18
NAV after Issue	[●]
Issue Price (₹)	[●]

⁽¹⁾ As on December 31, 2020; the Company’s paid up equity capital consist of 52,65,713 fully paid up equity shares of face value of ₹ 10/- each. Our Company has after December 31, 2020 allotted an aggregate of 52,65,713 equity shares of ₹ 10 each as bonus issue.

Note: Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares at the end of the year}}$$

5. Comparison with Industry Peers

We believe that there is no listed Company which is specifically comparable to us w.r.t. our business model, size and financials.

6. The Company in consultation with the Lead Manager believes that the Issue price of ₹ [●] per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the Company including important profitability and return ratios, as set out in the Financial Statements included in this Draft Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is [●] times of the face value i.e. ₹ [●] per share.

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
Adeshwar Meditex Ltd
605, Flr 6th, plot-99, Niranjana Bldg,
Bhagwan Todi Bal Udyan Marg
Marine Lines, Railway Station,
Marine Drive Mumbai-400002

Dear Sirs,

Sub: Statement of Possible Special Tax Benefits available to Adeshwar Meditex Limited and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI Regulations”) and the Companies Act, 2013, as amended (the “Act”).

We hereby report that the accompanying Statement states the possible special tax benefits available to the Company and shareholders of the Company (hereinafter referred to as “**the Statement**”) under the Income Tax Act, 1961 (read with Income Tax Rules, circulars, notifications) as amended by the Finance Act, 2021 presently in force in India (together referred to as the “**Direct Tax Laws**”), the Goods and Service Tax laws & Customs Act, 1962 (read with rules, circulars, notifications) presently in force in India (together referred to as the “**Indirect Tax Laws**”).

These possible special tax benefits are dependent on the Company and/ or the Company’s shareholders fulfilling the conditions prescribed under relevant Direct Tax Laws, Indirect Tax Laws and other laws. Hence, the ability of the Company or the Company’s shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or the Company’s shareholders may or may not choose to fulfil. The Company does not have any subsidiary as on date of the Draft Prospectus/ Prospectus.

The benefits discussed in the enclosed Statement are not exhaustive and only cover the possible special direct and indirect tax benefits available to the Company and the Company’s shareholders. The Statement is neither designed nor intended to be a substitute for professional tax advice and each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company.

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

- a) the Company or its shareholders will continue to obtain these possible special tax benefits in future; or
- b) the conditions prescribed for availing the possible special tax benefits, where applicable, have been/would be met with; and

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

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

We conducted our examination in accordance with the “Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)” (“**Guidance Note**”) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We hereby give consent to include this Statement in the Draft Prospectus and Prospectus in connection with the proposed initial public offering of the Company.

Yours faithfully,

For H. M. Shah & Co.,
Chartered Accountants
FRN: 109585W

Bharat Kumar
Partner
Membership No: 175787
Place: Mumbai
Date: March 26, 2021
UDIN: 21175787AAAADG8089

Annexure

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND COMPANY'S SHAREHOLDERS

Outlined below are the possible special tax benefits available to **Adeshwar Meditex Limited** (“the Company”) and to its Shareholders under the Direct and Indirect Tax Laws in force in India.

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

1. Direct Tax

There are no special direct tax benefits available to the Company.

2. Indirect Tax

There are no special indirect tax benefits available to the Company.

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

1. Direct Tax

There are no special direct tax benefits available to the Shareholders of the Company.

2. Indirect Tax

There are no special indirect tax benefits available to the Shareholders of the Company.

SECTION VI – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that 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. You should read the entire Draft Prospectus, including the information contained in the sections titled “*Risk Factors*” and “*Financial Statements*” and related notes beginning on page nos. 18 and 129 of this Draft Prospectus.

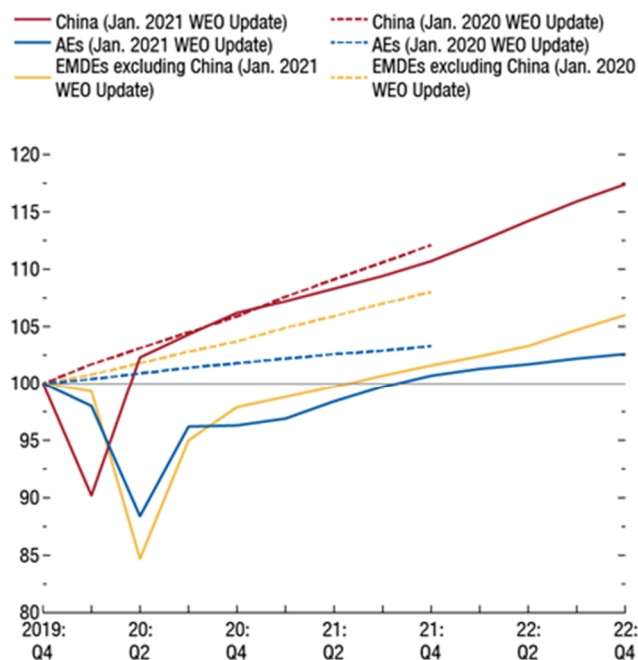
Global Economic Overview

Although recent vaccine approvals have raised hopes of a turnaround in the pandemic later this year, renewed waves and new variants of the virus pose concerns for the outlook. Amid exceptional uncertainty, the global economy is projected to grow 5.5 percent in 2021 and 4.2 percent in 2022. The 2021 forecast is revised up 0.3 percentage point relative to the previous forecast, reflecting expectations of a vaccine-powered strengthening of activity later in the year and additional policy support in a few large economies.

The projected growth recovery this year follows a severe collapse in 2020 that has had acute adverse impacts on women, youth, the poor, the informally employed, and those who work in contact-intensive sectors. The global growth contraction for 2020 is estimated at -3.5 percent, 0.9 percentage point higher than projected in the previous forecast (reflecting stronger-than-expected momentum in the second half of 2020).

The strength of the recovery is projected to vary significantly across countries, depending on access to medical interventions, effectiveness of policy support, exposure to cross-country spill-overs, and structural characteristics entering the crisis.

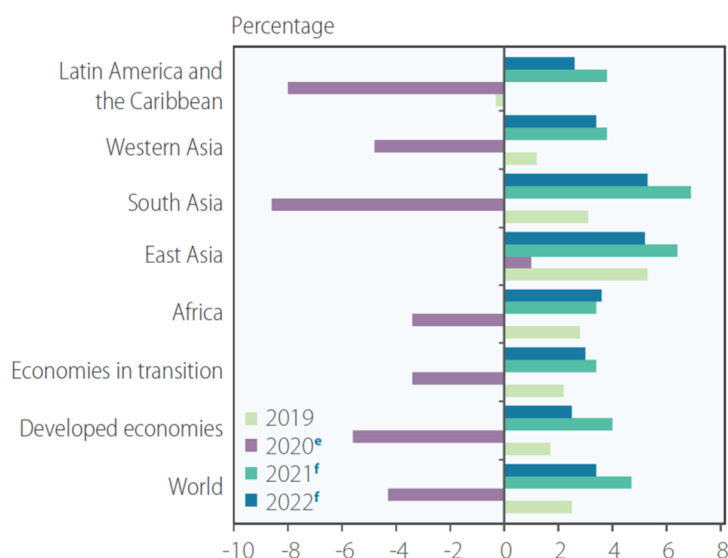
WEO forecast for Advanced Economies, Emerging markets and developing economies



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

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

Growth of world gross domestic product



(Source: <https://www.un.org/development/desa/dpad/publication/world-economic-situation-and-prospects-february-2021-briefing-no-146/>)

World economies rarely move in lockstep. In fact, a synchronous global recovery, where growth in both developed and emerging markets accelerate in the same year, has happened only a dozen times over the past 40 years—the last in 2017.

The stage could be set for another such sync beginning in the second quarter of 2021. Initially, emerging markets will likely drive global GDP growth; then, as they emerge from winter lockdowns, developed markets could add to that momentum.

The U.S. economy, for its part, has stayed resilient through the pandemic. Consumer spending has nearly returned to pre-COVID-19 levels, while average personal incomes of U.S. households surpassed pre-pandemic levels in September, even after the first round of fiscal support expired. These and other factors suggest a sustainable U.S. recovery, even amid a difficult winter, with projected GDP growth of 5.9% in 2021.

In Europe, where many countries began re-imposing COVID restrictions in October as new infection rates climbed, growth is expected to resume as economies reopen. The economics team forecasts 5% GDP growth in 2021, which is slightly below the consensus estimate. The team's 2022 outlook for the euro zone, however, pegs GDP growth at 3.9%, versus a consensus estimate of 2.8%.

Emerging Markets Lead the Rebound

Emerging markets, excluding China, have faced numerous cyclical challenges in recent years. Now, with more favourable COVID-19 dynamics in many developing nations, emerging markets could set the pace for global growth.

Morgan Stanley economists expect this momentum to continue into next year. At the same time, emerging markets should benefit from widening U.S. current account deficits, low U.S. real interest rates, a weaker dollar, and accommodative macroeconomic policies. That adds up to 7.4% GDP growth for emerging markets in 2021, led by a forecast 9.8% improvement in India.

(Source: <https://www.morganstanley.com/ideas/global-economic-outlook-2021>)

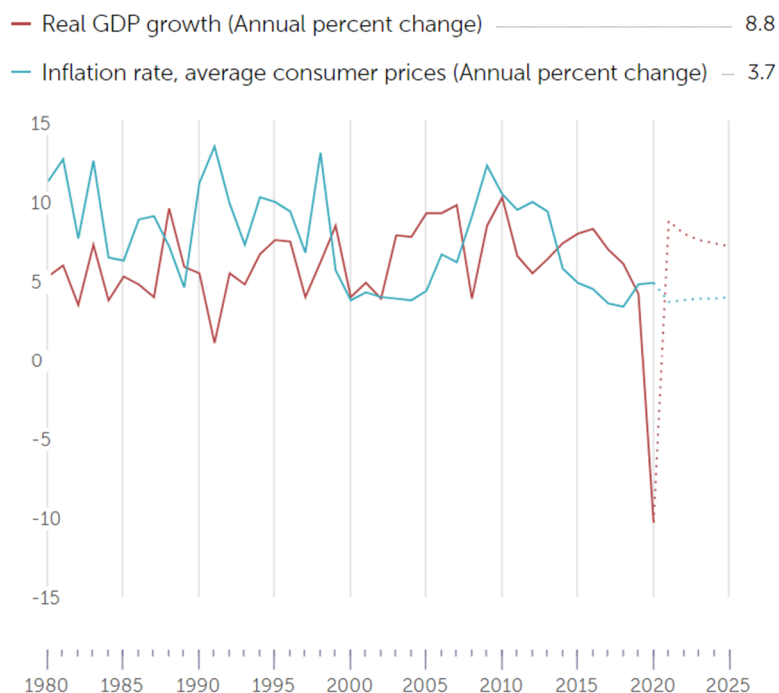
Indian Economic Overview

India's GDP contraction of 23.9 per cent in Q1: FY 2020-21 and 7.5 per cent in Q2: FY 2020-21 quarter reflect the unparalleled effect of the Covid-19 pandemic and the containment measures that were taken to control the pandemic. The contraction was consistent with the India's enforcement of one of the most stringent lockdowns as reflected in the Government Response Stringency Index measured by Oxford University. The fundamentals of the economy remained strong as gradual scaling back of lockdowns, along with the astute support of Atmanirbhar Bharat Mission has placed the economy firmly on the path of recovery.

The advance estimates for FY:2020-21 released by NSO manifest that the economy is expected to stage a resilient V shaped recovery in H2:2020-21. As per quarterly estimates released by NSO, the economy has shown a decline of 15.7 per cent by H1: FY 2020-21. A decline of real GDP by 7.7 per cent for the whole FY:2020-21 indicates a modest decline of 0.1 per cent in GDP growth in second half of the year. It also indicates a 23.9 per cent growth in H2: FY2020-21 over H1: FY2020-21. Faster normalisation of business activities amid gradual lifting of restrictions, higher festive and pent-up demand and policy support is expected to translate into a faster-than-anticipated economic recovery over the second half. This is supported by a strong rebound seen in several high frequency indicators in Q3:FY 2020-21.

(Source: https://www.ibef.org/download/Economic_survey_2.pdf)

GDP and Inflation rate in India



(Source: <https://www.imf.org/en/Countries/IND#countrydata>)

Market size

India's GDP (at constant 2011-12 prices) was estimated at ₹ 33.14 trillion (US\$ 452.74 billion) for the second quarter of FY2020-21, against ₹ 35.84 trillion (US\$ 489.62 billion) in the second quarter of FY2019-20.

India is the fourth-largest unicorn base in the world with over 21 unicorns collectively valued at US\$ 73.2 billion, as per the Hurun Global Unicorn List. By 2025, India is expected to have ~100 unicorns by 2025 and will create ~1.1 million direct jobs according to the Nasscom-Zinnov report 'Indian Tech Start-up'.

India needs to increase its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030's, for productivity and economic growth according to McKinsey Global Institute. Net employment rate needs to grow by 1.5% per year from 2023 to 2030 to achieve 8-8.5% GDP growth between 2023 and 2030.

India's foreign exchange reserves stood at US\$ 581.131 billion in the week up to December 18, 2020 according to data from RBI.

Recent Developments

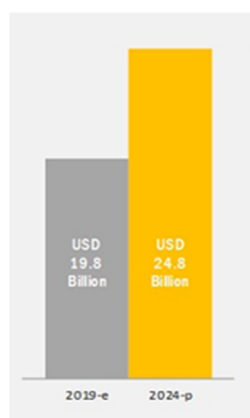
With an improvement in the economic scenario, there have been investments across various sectors of the economy. In 2020, the total deal value in India stood at ~US\$ 80 billion across 1,268 transactions. Of this, M&A activity contributed ~50% to the total transaction value. Private Equity–Venture Capital (PE-VC) companies expanded from US\$ 36.3 billion (1,012 deals) in 2019 to US\$ 39.2 billion (across 814 deals) in 2020. Some of the important recent developments in Indian economy are as follows:

- India's overall exports from April 2020 to November 2020 were estimated at US\$ 304.25 billion, (a 14.03% decrease over the same period last year). Overall imports from April 2020 to November 2020 were estimated at US\$ 290.66 billion, (a 29.96% decrease over the same period last year).
- According to IHS Markit, Purchasing Managers' Index (PMI) for manufacturing stood at 56.4 in December 2020, against 56.3 in November 2020, indicating a higher growth for manufacturers speeding up production and boosting efforts to rebuild their inventories.
- Gross tax revenue stood at ₹ 7.21 trillion (US\$ 98.50 billion) in the first six months of FY21.
- FDI inflows in India stood at US\$ 39.93 billion between April 2020 and September 2020, 10% higher than the first six months of 2019-20 (US\$ 36.05 billion).
- India's Index of Industrial Production (IIP) for October 2020 stood at 128.5, against 123.2 for September 2020.
- Consumer Food Price Index (CFPI) – combined inflation was 9.43% in November 2020, against 11.07% in October 2020.
- Consumer Price Index (CPI) – combined inflation was 6.93% in November 2020, against 7.61% in October 2020.

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

Wound care market- Global

The global wound care market is projected to reach USD 24.8 billion by 2024 from USD 19.8 billion in 2019, at a CAGR of 4.6% from 2019 to 2024. The emerging economies such as India, China, and Brazil are expected to provide a wide range of opportunities for players in the industry, which is driven by growing healthcare infrastructure, increasing diabetic population, vast population pool, in and the increasing healthcare spending.



- The global wound care market is projected to reach USD 24.8 billion by 2024 from USD 19.8 billion in 2019, growing at a CAGR of 4.6% from 2019 to 2024.
- The rising incidence of road accidents and injuries, growing use of regenerative medicine, and increasing prevalence of conditions that impair wound healing capabilities are the major factor driving the growth of this market.
- Opportunities exist in emerging economies (such as India, China), where healthcare expenditure has increased and the demand for quality healthcare is growing.
- The increasing research in the field of advanced wound care and growing popularity of active wound care products are further providing an opportunity for wound care product manufacturers to expand their business.

(Source: <https://www.marketsandmarkets.com/Market-Reports/wound-care-market-371.html>)

- In terms of revenue, the acute wounds segment held the largest revenue share in 2020 owing to the rising cases of accidents and trauma globally
- The gauze segment held the largest share in 2020 owing to its wide range of applicability in various types of injuries and availability of numerous products
- The hospital segment dominated the market and held the largest revenue share in 2020 due to the rising cases of burns and surgeries
- In Asia Pacific, the market is expected to witness the fastest growth rate over the forecast period owing to the rising number of diabetic patients in this region

The global increase in the incidence of chronic diseases such as diabetes, cancer, and other autoimmune diseases is one of the key driving factors for market growth. Factors such as the adoption of unhealthy and sedentary lifestyles, alcohol consumption, and smoking are majorly contributing to the rise in the prevalence of non-communicable diseases. Cancer has been a global healthcare burden as it is one of the leading causes of death. Most surgical wounds post-cancer surgery is relatively large in size and deep, producing exudates that requires regular care. The wound care products such as bandages, medical tapes, and gauze help to manage large wounds, significantly reducing the risk of further infection.

(Source: <https://www.prnewswire.com/news-releases/traditional-wound-management-market-size-worth-7-7-billion-by-2028-grand-view-research-inc-301238123.html>)

Wound care market – India

Wound healing is a dynamic and complex process which requires suitable environment to promote healing process. With the advancement in technology, more than 3000 products have been developed to treat different types of wounds by targeting various aspects of healing process.

(Source: <https://www.ncbi.nlm.nih.gov/pmc/articles/PMC4662938/>)

Wound care management products are classified into traditional wound care and advanced wound care products. Traditional wound care management is more popular across the globe wherein health practitioners use wound care products such as medical tapes, dressings, and bandage rolls to protect the wound from external factors and to prevent bleeding and infections. Advanced wound care products encourage natural healing process, without blocking the wound and include the use of foam dressings, alginates, hydrogels, and hydrocolloids. These products ensure conducive wound healing, optimum oxygen flow, consistent temperature, and protection from external environment.

During the COVID-19 pandemic has caused shortage of patients in hospitals and acute care facilities. As a result, any procedure or service that is deemed ‘non-essential’ is shut down. Many hospitals have already categorized wound care as ‘non-essential’. Patients with diabetes, hypertension, venous insufficiency, and peripheral artery disease are at high risk for COVID-19 infection, which could lead to other infections, sepsis, amputations or even fatalities. Furthermore, non-healing wounds that are left untreated and unmanaged due to unavailability of wound care products can lead to medical issues such as infection, sepsis, need for limb amputation, and even death.

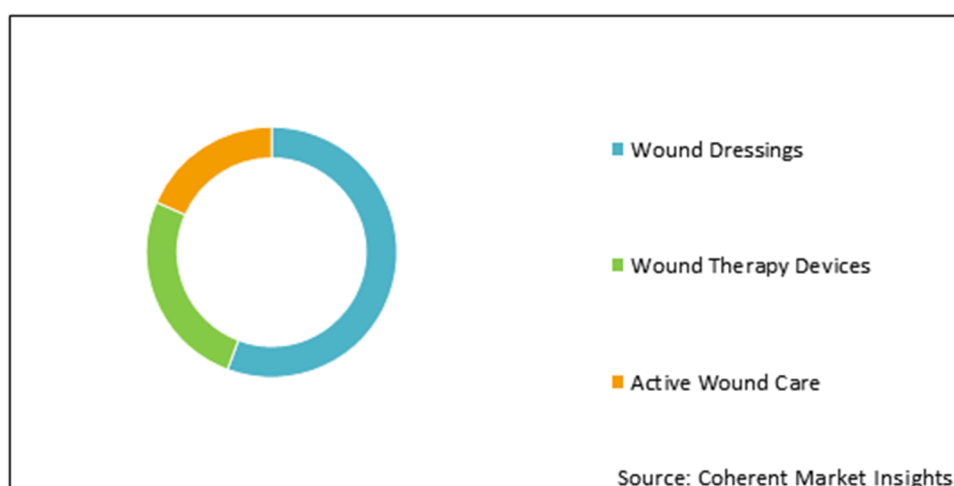
India advanced wound care management market is estimated to be valued at US\$ 227.2 million in 2020 and is expected to exhibit a CAGR of 5.5% during the forecast period (2020-2027)

Application in Diabetic Foot Ulcer is Expected to Dominate the Market

Wound dressings represent a part of the management of diabetic foot ulceration. Each category of dressings has particular characteristics that aid selection. All dressings require frequent change for wound inspection. Heavily exudating ulcers like diabetic foot ulcer require a frequent change to reduce maceration of surrounding skin.

The prevalence of diabetic foot ulcer directly relates to the increasing prevalence of diabetes in India. The probability of incidence of diabetic ulcer in a diabetes patient lifetime is very high, Moreover, some reports have suggested that the prevalence of diabetes has increased in India over the past few decades. Therefore with the increasing of the diabetic population, there is an increase in the prevalence of diabetic foot ulcer as well. Hence, this will increase the demand for diabetes foot ulcer wound care management devices, which, in turn, will help the growth of the wound care management devices market in India.

Wound Care Management Market Share (%) Analysis, By Product Type, 2020



(Source: [https://www.coherentmarketinsights.com/market-insight/india-advanced-wound-care-management-market-3846#:~:text=Wound%20care%20management%20products%20are,and%20advanced%20wound%20care%20products.&text=India%20advanced%20wound%20care%20management%20market%20is%20estimated%20to%20be,period%20\(2020%2D2027\)](https://www.coherentmarketinsights.com/market-insight/india-advanced-wound-care-management-market-3846#:~:text=Wound%20care%20management%20products%20are,and%20advanced%20wound%20care%20products.&text=India%20advanced%20wound%20care%20management%20market%20is%20estimated%20to%20be,period%20(2020%2D2027)))

Wound dressing- Global

The global advanced wound dressing market size was valued at USD 6.6 billion in 2020 and is expected to expand at a compound annual growth rate (CAGR) of 5.5% from 2021 to 2028. The demand for advanced wound dressing is increasing owing to technological advancements, an increasing number of surgical procedures, and the rising prevalence of chronic wounds across the globe. The increasing incidence of chronic diseases such as diabetes, cancer, and other autoimmune diseases is driving the demand for advanced wound dressing. Factors such as antimicrobial resistance, adoption of unhealthy and sedentary lifestyles, alcohol consumption, and smoking are some of the major factors contributing to the rise in the prevalence of non-communicable diseases.

According to the National Diabetes Statistic Report 2017, published by the Centres for Disease Control and Prevention (CDC), more than 100.0 million people in the U.S. were living with diabetes or prediabetes conditions. In addition, the WHO reported that in 2016 approximately 1.6 million deaths globally were directly caused due to diabetes.

Cancer has been a global healthcare burden as it is one of the leading causes of death. According to estimates from the WHO, cancer is the leading cause of death globally and almost 1 in 6 deaths can be attributed to the disease. In addition, it also reported that over 70% of cancer-related deaths typically occur in middle- and low-income countries. According to estimates from Cancer Organization, in 2018, cancer was the second leading cause of death and about 1,735,350 new cancer cases were registered in the U.S. In addition, nearly 4,700 new cases of cancer are diagnosed each day in the country.

As a result of the rising prevalence of chronic conditions, the number of surgeries being performed has also increased. Wound care products, thus, are increasingly being used to prevent surgical site infections. Most surgical wounds, post-cancer surgery, are relatively large in size and deep, releasing exudates that require regular management. Advanced wound dressing products such as a hydrogel, alginate, and foam help manage large wounds, thereby significantly reducing the risk of infection. Thus, the rising incidence of chronic diseases is expected to boost the demand for wound care products, thus propelling market growth.

Rapidly increasing demand for home healthcare services can be attributed to the growing workforce pertaining to home-care services. This is expected to act as a major driver for the market for advanced wound dressing. According to the U.S. Bureau of Labor Statistics, in the U.S., the number of home healthcare and personal care aides is expected to reach 13.0 million in 2020. Moreover, the increasing geriatric population is likely to promote home healthcare services as aged people are more likely to avail of such services. As per the Population Reference Bureau in 2018, the number of Americans aged 65 and above is expected to increase from 52.0 million in 2018 to 95.0 million by 2060. In line with this, the percentage of the geriatric population would rise from 16.0% of the total population in the U.S. in 2018 to 23.0% in 2060.

(Source: <https://www.grandviewresearch.com/industry-analysis/advanced-wound-care-dressing-market>)

Wound Dressing- India

Traditional wound care is the primary treatment approach in India. Owing to perception of high cost-low benefit for advanced wound care products, the use of traditional products has been rampant. The segment has witnessed huge demand for products such as cotton, gauze, dressings and bandages. These products are affordable by everyone and enjoy high adoption in medical institutions, clinics and end consumers. Traditional wound care products were the highest revenue generating segment in the wound care market.

The wound care market in India is still in its growth phase and is quite a fragmented one characterized by the presence of several manufacturers and fierce competition existing between them. Johnson and Johnson emerged as the market leader in this space, in terms of revenue. Smith and Nephew and Datt Mediproducts were the next two leading companies. These companies had strong product portfolio along with strong distribution systems and promotion strategies that enabled them to keep hold of their market share.

(Source: <https://www.prnewswire.com/news-releases/india-wound-care-market-2017-2022---johnson-and-johnson-leads-the-market-300565349.html#:~:text=Traditional%20wound%20care%20is%20the,traditional%20products%20has%20been%20rampant.&text=Traditional%20wound%20care%20products%20were,in%20the%20wound%20care%20market.>)

The drivers for wound dressings market include growing awareness in patients for personal hygiene and growth of disposable income in population. In addition, medical advances in the wound dressing applications contribute significantly to the market growth during the forecast period. In addition, the market growth is highly stimulated due to enhances in medical technology, availability of medical workforce and rise in personal care. Product segment for wound

dressings market includes traditional and advanced. Advanced segment includes moist, antimicrobial and interactive. Advanced product segment accounts for a significant share in the global market owing to significant usage and enhanced utility of products.

(Source: <https://www.prnewswire.co.uk/news-releases/wound-dressings-market-market-drivers-competitive-analysis-growth-factors-forecast-from-2017-to-2022-radiant-insights-inc--882915070.html>)

Bandages Market- Global

Adhesive bandages market expected to project steady growth throughout the forecast period from 2018 to 2026 due to key factors such as increasing number of sports events, trending culture of practicing sports & fitness to build active lifestyle, and increasing awareness related to prevention of sepsis in diabetic patients. The self-wound care term is always associated with strip bandage dressing or commercially known as 'Band-Aid' coined by Johnson & Johnson. Adhesive bandages are predominantly used by people for minor injuries or cuts as they help to protect these wounds, and assists the quick recovery. One of the major reason for increasing application of adhesive bandages is the high healthcare costs because doctor's visit & wound dressing will cost more compared to adhesive bandage.

Adhesive bandages are of two type flexible fabric bandage, and cohesive fixation bandage; flexible fabric bandage was observed as the largest segment in 2017 due to key driving factors such as high patient convenience, and rising awareness related to several applications of flexible fabric bandages. The materials used to make adhesive bandages are woven fabric, plastic, foam, and tricot. Woven fabric & plastic together accounted for the market share of 63.7% and expected to maintain their dominance throughout the forecast period 2018 to 2026. The key factors responsible for dominance of these segments were rising awareness related to complications associated with wound, and increasing demand for convenient, safe, & efficient adhesive bandages.

(Source: <https://www.researchandmarkets.com/reports/4749553/global-adhesive-bandages-market-size-market>)

Bandages Market-India

The medical tapes & bandages market in India is estimated to grow at a CAGR of over 5% during the forecast period. India is one of the fastest-growing economies globally and thus contributes considerably to the medical tapes and bandages market. The prevalence of diabetes has been significant in the country. People suffering from diabetes tend to develop a diabetic foot ulcer, an open sore or wound, which need medical tapes and bandages to reduce its effect or when getting treated. According to the International Diabetes Federation, in 2017, 73 million people in India were found to have diabetes. These numbers are further estimated to reach nearly 134.4 million in 2045. California Podiatric Medical Association estimates that around 15% of the people having diabetes are likely to develop diabetic wounds. Therefore, the increasing prevalence of diabetes in the country increases the number of people with a diabetic wound that ultimately surges the demand of medical tapes and bandages for their treatment.

The market is segmented on the basis of product and application. On the basis of product, the market is segmented into two main categories which include medical tapes and medical bandages. Medical bandages include several types such as gauze bandage, adhesive bandage, cohesive and elastic bandage, and others which include diagnostic tapes. Medical bandages held the highest market share in 2018. On the basis of application, the market is segmented into surgical wound treatment, traumatic wound treatment, ulcer treatment, sports injury treatment, burn injury treatment and other applications. The traumatic wound held the highest market share in 2018.

(Source: <https://www.omrglobal.com/industry-reports/india-medical-tapes-and-bandages-market>)

The market is driven by the growing demand for urgent care and trauma care facilities. Also, the rising number of surgical procedures worldwide is anticipated to further boost the growth of the market during the forecast period.

Urgent and trauma care centers are the primary end-users of medical tapes and bandages as they are dedicated centers that offer ambulatory care services, such as the primary treatment of injuries and illness, which requires immediate care outside the emergency care department. These centers are witnessing increasing patient traffic as these centers offer convenient treatment for medical emergencies. Also, the demand for public health emergency services is high. Thus, the demand for major trauma care centers for primary treatment will fuel the demand for medical bandages and tapes during the forecast period.

Furthermore, the rising number of diseases and injuries across the world has increased the focus on surgical care. Medical bandages and tapes are widely used in surgeries and are used as a protective covering for wound dressing or as support for devices. Moreover, manufacturers of bandages and tapes are also seen concentrating on offering a complete dressing solution in a kit, including sterile pads, sterile sponges, tapes, and bandages, which can be directly used in dedicated surgical procedures. Also, the rising incidence of post-surgical infections has led to high demand for efficient,

sterile, and standard dressing products. Thus, such initiatives by manufacturers to cater to the rising number of diseases and injuries across the world will showcase a positive outlook during the forecast period.

(Source: <https://www.businesswire.com/news/home/20190823005004/en/Medical-Tapes-and-Bandages-Market-2019-%E2%80%93-2023-Is-Forecast-to-Reach-a-Market-Size-of-Over-USD-1-Billion-Technavio>)

First Aid Kit Market- Global Scenario

An emergency aid or treatment given to an individual who is injured or affected with a sudden illness, before the arrival of regular medical services can be termed as first aid. A First aid kit should be well equipped to dispense basic primary first aid, it should be well organized, and easily available at all times.

The global first aid kits market can be segmented based on type, application, and region. In terms of type, the first aid kits market can be divided into common type kits and special type kits. Common type kits contain standard medications recommended by the health authorities. Special type of kits contain medications required for a certain application or location e.g. Schools, fire stations, office etc . Based on application, the global first aid kits market can be segregated into house & office, industrial & manufacturing facilities, transportation, military, outdoor, and sports.

In terms of region, the global first aid kits market can be categorized into North America, Asia Pacific, Europe, Latin America, and Middle East & Africa. North America accounts for a major share of the first aid kits market.

Key players operating in the global first aid kits market include Acme United Corporation, Johnson & Johnson Services, Inc., AdvaCare Canadian Safety Supplies, Steroplast Healthcare, DC Safety, Cramer products, Dynamic Safety USA, Certified Safety Manufacturing, Green Guard, Lifeline, Ready America, Levitt-Safety, MedTree, Nothern Safety, Tender Coporation, Sterimed, Lifeline, and Hartmann.

(Source: <https://www.transparencymarketresearch.com/first-aid-kits-market.html>)

The first aid kit market size is expected to grow by USD 15.74 mn and record a CAGR of 3% during 2020-2024.



Key Regional Markets for First Aid Kits



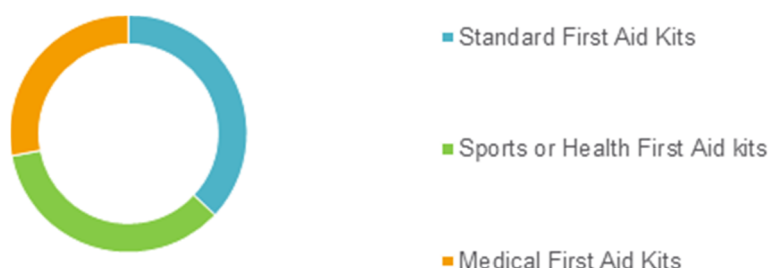
(Source: <https://www.technavio.com/report/first-aid-kit-market-industry-analysis>)

COVID-19 scenario analysis:

- To take care of the infected population, the demand for medical supplies is increasing. Respiratory support devices, such as atomizer, life-support machine, oxygen generator, and monitor, are the majorly used medical devices in primary clinical treatment.
- Moreover, COVID-19 has led to a huge surge in demand for medical supplies such as personal protective equipment including masks, gloves, and protective eyeglasses. With rise in the number of COVID-19 cases worldwide, the need for medical supplies keeps on rising both from healthcare professionals and civil populations for precautionary measures.
- Manufacturers of these products have a chance to capitalize on this increased demand for medical supplies to ensure adequate and continuous supply of personal protective equipment in the market.
- Attributed to such factors, COVID-19 is expected to have a significant impact on the first aid kit market.

(Source: <https://www.alliedmarketresearch.com/first-aid-kit-market-A08424>)

First Aid Kit Market Share (%) Analysis



(Source: <https://www.coherentmarketinsights.com/market-insight/first-aid-kit-market-2534>)

Indian Overview of First Aid Kit Market

First Aid is used by everybody for multiple times for management of wounds, sprains, cuts etc. First aid kits are important part of travelling as well as they are also used at home settings. There are many commercial first aid kits available in market for management of abrasion, burns, cuts, minor wounds etc. First aid kits commonly consist of items such as, antiseptic creams, bandage, cotton pad, sutures, and various types of over the counter medicines for management of cold, fever, motion sickness, pain, runny nose etc.

The First Aid Kit market is expected to grow in the forecast period owing to factors such as, increasing number of road accidents, rising numbers of injuries associated with sports, rising demand for first aid kits at homecare settings, office settings and increasing cases of burn across the globe. Moreover, increasing healthcare expenditure is also expected to fuel market growth during forecast period. Whereas, dearth of skilled professionals, medication errors are expected to restrain market growth during forecast period.

The First Aid Kit Market is segmented on the basis of type, application and end user. On the basis of type the market is segmented as, common type kits, special type kits. On the basis of application the market is bifurcated as, household and commercial. And on the basis of end user the market is sub segmented as, transportation, industrial and manufacturing facilities, home and offices, military, outdoor, sports and others.

(Source: <https://www.flanewsonline.com/first-aid-kit-market-size-market-competition-by-company-country-application-type-forecast-to-2027-acme-united-corporation/>)

The increasing need for first-aid kits at workplaces owing to stringent safety regulations towards ensuring employee safety and wellness has aggravated the growth of the first-aid industry. Additionally, these kits are widely utilized in commercial buildings and industrial sites, owing to a higher risk of accidents. Besides this, the introduction of numerous first-aid training programs at schools, workplaces, etc., has created consumer awareness promoting the importance of first-aid, which has further bolstered the product demand. Apart from this, the sports industry experiences high demand for first-aid kits owing to the high risks of injuries, muscle cramps, or minor accidents during strenuous training, sports, and physical fitness activities, thereby driving the market growth. Moreover, the rising adoption of driving safety kits in compliance with stringent safety standards and high incidences of casualties during road accidents have propelled the demand for first-aid kits in the automobile industry. Moreover, the emergence of the e-commerce industry has also improved the distribution and accessibility of these products, thereby significantly contributing to the market growth.

(Source: <https://www.imarcgroup.com/first-aid-kit-market>)

First Aid Kit should contain the following:

- Emergency telephone numbers for emergency medical services (EMS) 1092/102/108
- Sterile gauze pads (dressings) in small and large squares to place over wounds
- Disinfectants like or
- Medicines like pain killers (ibuprofen) and antibiotics
- Roller bandages to hold dressings in place
- Adhesive tape
- Adhesive bandages in assorted sizes
- Scissors
- Tweezers
- Safety pins
- Antiseptic wipes or soap
- Thermometer
- Barrier devices, such as a pocket mask or face shield

(Source: <https://www.nhp.gov.in/miscellaneous/first-aid>)

Competitive Landscape

The wound care market in India is still in its growth phase and is quite a fragmented one characterized by the presence of several manufacturers and fierce competition existing between them. Johnson and Johnson emerged as the market leader in this space, in terms of revenue. Smith and Nephew and Datt Medi products were the next two leading companies. These companies had strong product portfolio along with strong distribution systems and promotion strategies that enabled them to keep hold of their market share.

Future Outlook

India wound care market has been mainly driven by technological advances, increasing aging population, problems associated with ineffective traditional wound healing methods and growing incidences of chronic and acute wounds. Rising prevalence of diabetes, attempts to lower the duration of hospital stay in order to reduce the healthcare expenses and the growing inclination towards products that enhance therapeutic outcomes are also driving the demand for the advanced wound care products. India has fast become a global health destination, with the medical tourism industry growing at 30% every year. Over 26 million surgeries were performed in the country in 2016 and reportedly the country's need for surgeries stood at around 65 million. Hence, with increase in number of hospital and specialized doctors, the number of surgeries performed in the country is going to incline at a steady pace. All these factors would result in greater demand for wound care products and the market is expected to grow at a CAGR of 20.3% during the period FY'2017-FY'2022.

(Source: <https://www.researchandmarkets.com/reports/4431208/india-wound-care-market-outlook-to-2022-rising>)

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 sections titled ‘Risk Factors’ and ‘Financial Information’ and the chapter titled ‘Management Discussion and Analysis of Financial Condition and Results of Operations’ beginning on page nos. 18, 129 and 154 respectively, of this Draft Prospectus.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements for Financial Year 2017-2018, 2018-2019, 2019-2020 and for the nine months ended 31st December 2020, included in this Draft Prospectus. For further information, see “Financial Statements” on page no. 129 of this Draft Prospectus.

Unless the context otherwise requires, in this section, reference to “we”, “us”, “our”, “Company” or “Our Company” refers to Adeshwar Meditex Limited.

Adeshwar Meditex Limited is an Indian company, engaged in the manufacturing of surgical dressings and external preparations products of Wound care & Wound management including sterile surgical wound dressing, tulle dressing, medical disposable, adhesive bandages, absorbent gauze, plaster, disinfectants, medical kits etc.

Our Promoter, Siddharth Talati commenced the family business of surgical wound dressing and wound care products in 1997, as a proprietary concern in the name of ‘Adeshwar Meditex’ which was subsequently converted into our Company. Our business operations have been led by our Promoter and assisted by our experienced Key Managerial Personnel who have vast experience in the Wound care management industry cumulatively. For further details, please refer “Our Management” on page 107 of this Draft Prospectus.

Our Company is an ISO 13485:2016 certified Company. We have our manufacturing facility situated at Deewan Industrial Estate, Palghar District. Our state-of-the-art manufacturing plant follows WHO-GMP, CE, ISO guidelines and we are backed by an advanced production facility, which is fitted with latest machinery and well organized and arranged sterilization facilities. We endeavor to maintain safety in our premises by adhering to key safety norms.

Our manufacturing facility also has sophisticated facilities for quality testing, research & development, storage and packaging. We have an in-house R&D facility for on-site process improvement and for bettering our present products offered as well as products under innovation and testing laboratory which ensures that our products are certified and any major defects in the products are identified on real time basis and rectified before the final dispatch.

We have dedicated teams actively involved in R&D and QC/ QA Lab activities. These functions have impeccably streamlined and thus assure swift production and post-production processes and enable us to support our growth strategy by developing new products and processes which enhance our product range. The focus of our R&D has been to strive for continuous process improvements which will cater to the requirements of global patients from the point of view of effectiveness and safety besides achieving manufacturing cost efficiencies.

Our company has registered 18 trademarks in India. We cater to both, the domestic as well as international markets. It is noteworthy that our products are exported to several countries against tenders and promoted to private markets through Marketing Agents and Distributors. The following diagram depicts the breakup of revenue, percentage-wise for nine months period ending December 31, 2020 on the basis of Domestic Sales and Export Sale:



We have positioned ourselves as a multi-product and multi market player ensuring that our products include a diverse mix of sterile surgical wound dressing products and medical disposables. With our long standing operations and quality products, we have built a strong relationship with our customers. Our products are very well accepted by the medical fraternity and are supplied all over India to Central and State Government Health Departments, Corporate Hospitals, Institutions, Nursing Homes and Retailing Chemists.

Our revenue from operations was ₹ 5,611.61 lakhs, ₹ 5,292.16 lakhs and ₹ 5,860.07 lakhs for Fiscal 2020, 2019 and 2018, respectively and ₹ 5,178.83 lakhs for nine months period ended December 31, 2020. Our EBITDA was ₹ 561.74 lakhs, ₹ 549.62 lakhs and ₹ 531.97 lakhs for Fiscal 2020, 2019 and 2018 respectively and ₹ 370.73 lakhs for the nine months period ended December 31, 2020. Our restated profit after tax was ₹ 201.49 lakhs, ₹ 225.10 lakhs and ₹ 256.08 lakhs for Fiscal 2020, 2019 and 2018 respectively and ₹ 138.92 lakhs for nine months period ended December 31, 2020.

Business response to COVID-19

Since the onset of the COVID-19 pandemic in March 2020, our Company has responded swiftly by implementing various processes to ensure our operations continue seamlessly. In 2020, cases of the novel corona virus started rapidly increasing in India, which led the government of India to impose a nationwide lockdown. The spread of Covid-19 and its recent developments have had and might continue to have repercussions across local, national and global economies. As, we are engaged in the manufacturing of sanitizers, wound care, first-aid kits and personal protective equipment kits, our products were identified as essential goods and our operations were not shut down during this pandemic. The demand for PPE kits and sanitizers increased drastically during the pandemic which has a positive impact on our business. However, due to limited availability of logistics and supply chain constraints, we were impacted during the initial period of the lockdown. We continued our operations after making arrangements to meet the government’s requirements on sanitization, people movement and social distancing.

We have experienced sustained growth in recent years and continued to do so during the Covid-19 pandemic. We consider that our swift response and proactive steps taken have mitigated the impact of COVID- 19 pandemic on our business and personnel thus far. The future impact of COVID-19 or any other severe communicable disease on our business and results of operations depends on several factors including those discussed in “Risk Factors” on page 18 of this Draft Prospectus. We are continuously monitoring the economic conditions and have outlined certain measures to combat the pandemic situation and to minimize the impact on our business. For more details, see Risk Factors Affecting Results of Operations and Financial Condition – COVID-19 Pandemic on page 18 of this Draft Prospectus.

Our Strengths



Experienced Promoter and management team with strong industry expertise and successful track record

The Promoter of our Company, Siddharth Talati has significant industry experience and has been instrumental in the consistent growth of our Company’s performance. Siddharth Talati has industry experience of around 51 years and possesses business intellect in the marketing and trading circles of Wound care management industry as they have been

engaged in such business through family proprietary concern since 2 decades. Further our Company is managed by a team of experienced personnel. The team comprises of personnel having technical, operational, marketing and business development experience, who work in close coordination and in their respective area of specialization to ensure smooth and efficient working of the business activities. We believe that our management team's experience and their understanding of the industry will enable us to continue to take advantage of both current and future market opportunities.

For further details regarding the experience and qualifications of our management team please see “*Our Management*” on page 107 of this Draft Prospectus. We believe that the knowledge and experience of our promoter and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhance the growth in the business. We believe that our ability to identify, adapt to and capitalize on market developments has enabled us to stay at the forefront of market trends and develop a strong track record of achieving profitability and growth.

Wide Range of products

Our Company is engaged in the manufacturing of surgical dressings and external preparations products of Wound care & Wound management including sterile surgical wound dressing, tulle dressing, medical disposable, adhesive bandages, absorbent gauze, plaster, disinfectants, medical kits etc. These products are widely used in hospitals, home care and at the offices. We supply first-aid kits to the car manufacturers like Bajaj Auto Ltd, depending on their specific requirements. We also manufacture absorbent cotton gauzes and PPE kits which are supplied to different organizations. We believe that a diversified portfolio enables us to achieve significant scale of production and help increase our market penetration. We believe our approach of presenting a large portfolio of products for diversified customer applications has helped us enhance our growth and will continue to increase our brand loyalty among our customers

Well established client relationship

We have positioned ourselves as a multi-product and multi market player ensuring that our products include a diverse mix of sterile surgical wound dressing products and medical disposables. With our long standing operations and quality products, we have built a strong customer base and established an unyielding marketing setup. Our products are very well accepted by the medical fraternity and are supplied all over India to Central and State Government Health Departments, Corporate Hospitals, Institutions, Nursing Homes and Retailing Chemists. Our extensive sales and distribution network allows us to reach a wide range of consumers and ensures effective penetration of our products and marketing campaigns. We believe that our extensive distribution network enables us to serve our customers and markets in an efficient and timely manner. Further, our existing client relationships help us to get repeat business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy.

Global presence

We cater to both, the domestic as well as international markets. It is noteworthy that our products are exported to several countries against tenders and promoted to private markets through Marketing Agents and Distributors. The total exports of the company for nine months period ending December 2020 and the last two fiscal years i.e. 2019-20, and 2018-19 was ₹ 566.45 lakhs , ₹ 393.23 lakhs and ₹ 583.75 lakhs respectively representing 10.94%, 7.03% and 11.05% of our total sales respectively.

Consistency in Quality and Service Standards

We follow stringent quality standards at our manufacturing unit to ensure that our products meet required FDA standards and also the Good Manufacturing Practices (GMP) standards. FDA and GMP are essential for manufacturing any pharmaceutical related product. These standards ensure the quality consistency of the manufactured product by ensuring that we employ well trained staff, have sufficient premises and equipment for manufacturing.

Our Company follows a Standard Operating Procedure (SOP) for its operations. Standard Operating Procedures makes sure that checks are implemented right from the shop floor level through adequate training and development for workers and supervisors followed by stringent quality control practices. These SOPs are put up at all important places across the plant and the employees / workers are mandated to follow these procedures. Further, this also ensures the timeliness of manufacturing, delivery and availability of the products on a fixed schedule, which in turn enhances our product and service quality to our customers.

In-house QA / QC and R&D for quality control

Our company is a quality and research driven company with continuous efforts focused on quality checks, analysis and developing latest process improvements and production cost efficiencies. Our Manufacturing facility has a dedicated QC/QA and a laboratory for testing the raw materials employed in the manufacturing process and the finished products so manufactured. There are multiple checks at different levels of production to make sure quality of the products is not compromised and that it meets Global Standards of Excellence.

Our focus on quality is further evident by the quality certifications that our facility has obtained from recognized agencies, ISO 13485:2016 LL-C certification. We believe that ensuring global standard products will attract domestic and international customers to our company.

We have a separate team for research and development work for our range of surgical dressing and external preparation products. Our team of researchers are engaged in researching the new range and also to improve the existing range of products. They also keep a track of the requirements in the market and understand the various preferences of the clients so that they can meet the exact requirements of our clients.

Scalable Business Model

Our Business model is customer centric and order driven, and requires optimum utilization of our existing facilities, assuring quality supply of raw materials and achieving consequent economies of scale. The business scale generation is basically due to development of new markets both domestic and international by exploring marketing expertise and by maintaining the consistent quality output. We believe that this business model has proved successful and scalable for our Company.

Our Strategies

Our strategic objective is to improve and consolidate our position in the sterile surgical wound dressing and medical disposable market with a continuous growth philosophy. The below points indicate how we will achieve our goals:

Increase in Order-taking Appetite by augmenting our working capital base

Our business operations are working capital intensive. In order to effectively expand our products portfolio, Business arenas and also increase in the number of verticals and explore various geographical locations, along with the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital. We believe there is growing trend towards Wound Care Management industry. Along with the increasing demand, we expect to increase our order taking appetite thus increasing our volumes, revenues and scale of operations and we will require substantial working capital for the same. It is hence our strategy to raise funds from this issue and augment our fund based working capital capabilities. We believe that companies with high liquidity on their balance sheet would be able to better exploit market opportunities. Hence, in order to effectively operate and maximize our capacity utilization at the existing facilities we need to have access to a larger amount of liquid funds and sufficient working capital. For further details of the proposed working capital requirements of the company, kindly refer to the Chapter titled “*Objects of the Issue*” on page no. 61 of this Draft Prospectus.

Increase our penetration into domestic and international markets

We cater to both, the domestic as well as international markets. We aim to further develop our domestic sales networks in two ways: firstly nurturing existing relationships with clients and secondly by creating new distribution channels in non-penetrated geographies considering various cities.

We seek to leverage our R&D capabilities to expand further into international markets, where our strategy is primarily to become the preferred supplier. Hence, our company is focusing on increasing growth in the export markets. Exports brings in better realization of margins, prompt delivery due to faster and planned pace of projects, better payment terms and access to larger markets. This also reduces the risk of dependence on a single market and ensures that any slowdown in the market would not affect overall growth and performance of our company

We believe that we have developed good clientele network in export markets and going forward shall be able to take advantage of our existing operations and network to expand our export markets.

Further invest in Research and Development driving sustainable growth

With the growing scale of business, our Company intends to continue to drive our R&D initiatives towards the development of innovative products. We strongly believe in identifying and satisfying customer needs, delivering the products at competitive prices is our goal and the very essence of our efforts to constantly grow. The R&D activities are directed at bettering our present products offered as well as products under innovation. Our R&D team also strives to study different verticals in the industry and identify product inefficiencies and help in value addition to the customers. Our Company believes that its focus on R&D will result in development of high quality products and processes and will form the basis for various patents, which in turn will give our Company a significant boost in brand value.

Increasing Operational efficiency

We continue to invest in increasing our operational efficiency throughout the organization. We are addressing the increase in operational output through continuous process improvement, QC/ QA activities, customer service, consistent quality and technology development. Alignment of our people to ‘process improvement’ through change management and upgrading of skills as required for customer satisfaction is a continuous activity. Awareness of this quality commitment is wide spread among all the employees.

DETAILS OF OUR BUSINESS

Our Product Portfolio

We engaged in the manufacturing of surgical dressings and external preparations products of Wound care & Wound management including sterile surgical wound dressing, tulle dressing, medical disposable, adhesive bandages, absorbent gauze, plaster, disinfectants, medical kits etc. Our range of products is known for their hygiene, quality and safe use.

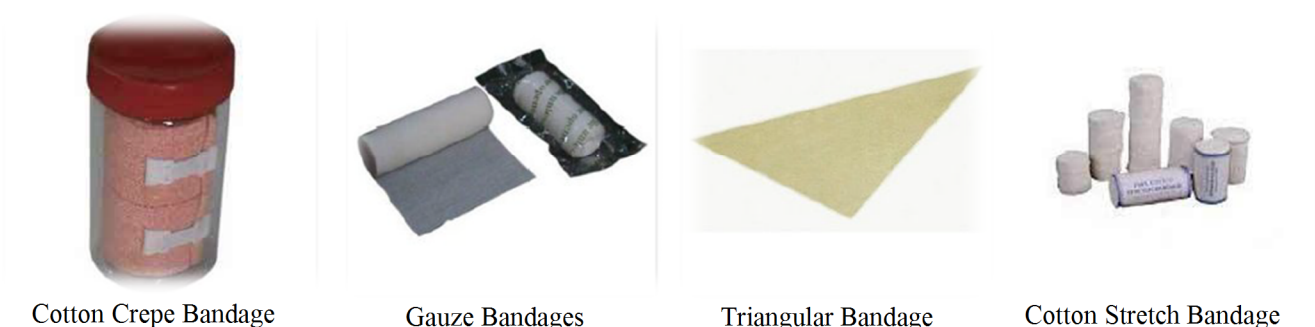
Our company has registered 18 trademarks in India. Our core products are standardized to meet the BP / USP / EP specifications. Our packing and packaging materials are country specific and are designed and made keeping mind the requirements of the local markets. The product information printed on the pouches and packing, the use of the color schemes, product benefit claims made and other minute details are in strict adherence with the local rules, laws and regulations of the importing country.

Our Company’s present product portfolio consists of various medical devices and equipments, a few of them are mentioned below:

Gauze Dressings



Bandages



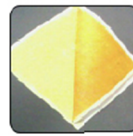
Tulle Dressings



Petronet



Bactigauze



Polybabe



Pividine

Adhesive Dressings



Elastic Adhesive Bandage



Adhesive Tape U.S.P



Extension Plaster



Belladonna/ Capsicum Plaster

Antiseptics/ Disinfectants



Other Products

Medical Gloves



First Aid Kit



PPE Kit



Raw Materials

Raw Material Identification is the initial stage to the manufacturing process. Raw materials are procured from the trusted vendors from the market which confirms to the quality standards as required. The procured raw materials go through various testing and inspection process before using it for manufacturing i.e. they are sent to laboratories for quality

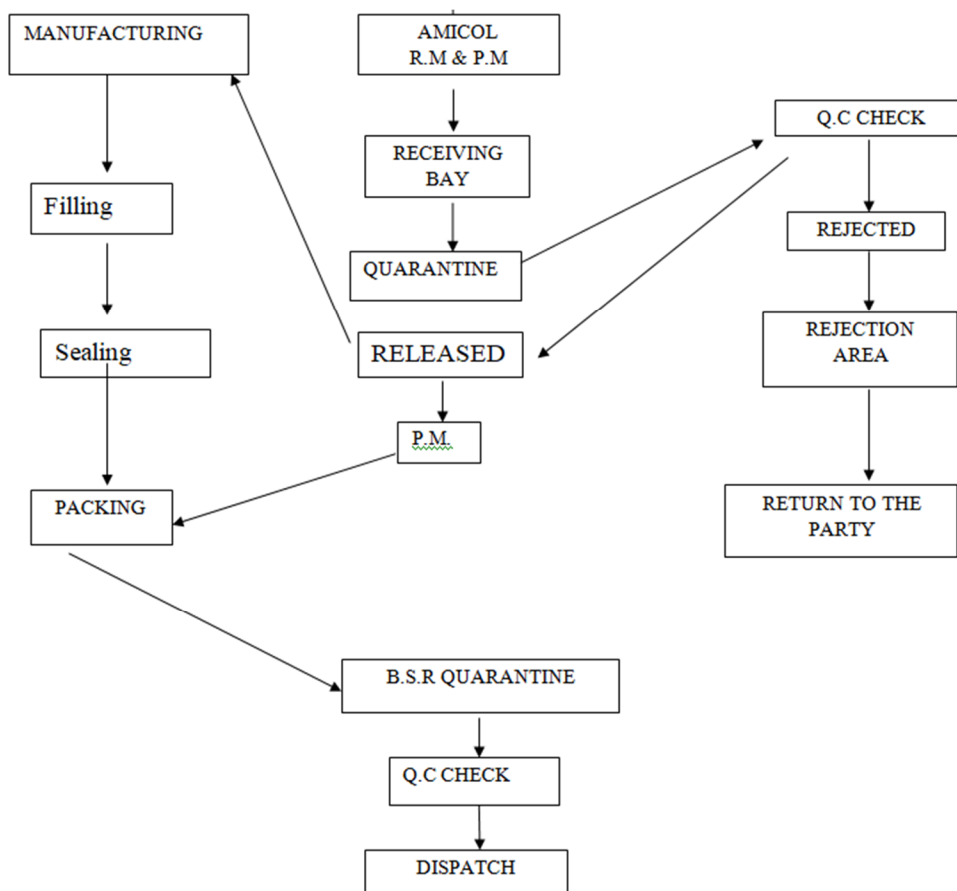
control check. Our products are manufactured with the best available technical know-how, using quality raw materials under stringent quality assurance and quality control tests and under the supervision of highly qualified professional staff.

Our manufacturing process requires a wide variety of raw materials including absorbent Cotton wool, grey fabrics, bandage cloth, cotton gauze etc. We purchase these raw materials from a list of sources that we maintain, which has been approved by our internal quality control department. We carefully assess reliability of all materials purchased to ensure that they comply with the desired quality and safety standards as set by us.

Our products are fabricated using finest basic material that is procured from trusted and certified vendors that ensure the quality and compliance of the set medical quality standards.

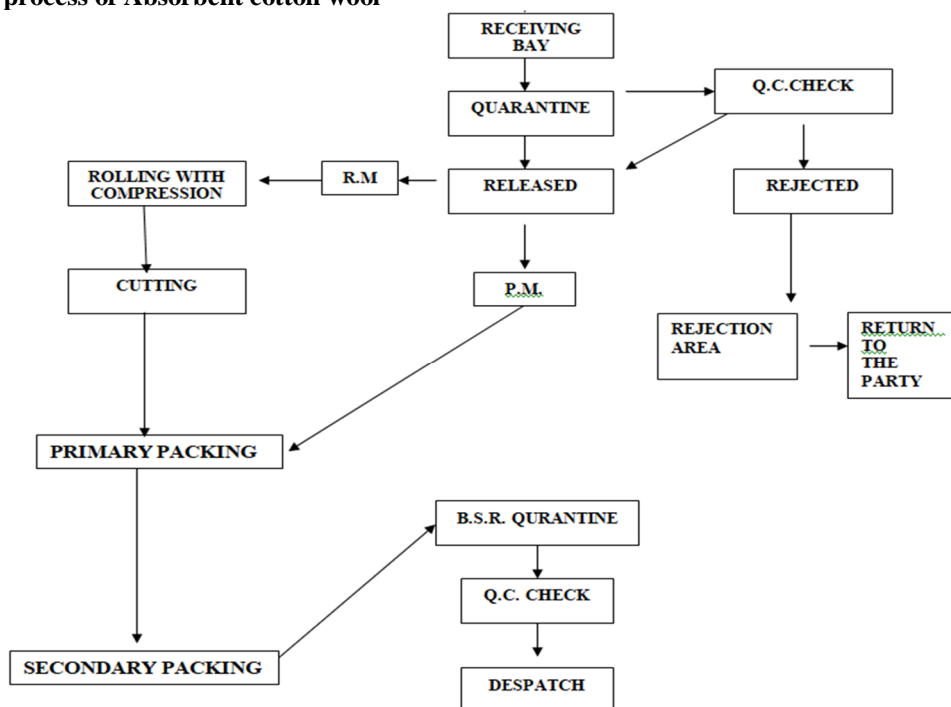
Manufacturing Process: The following diagram sets forth information on the major steps involved in the manufacturing of the following:

Manufacturing process of Amicol



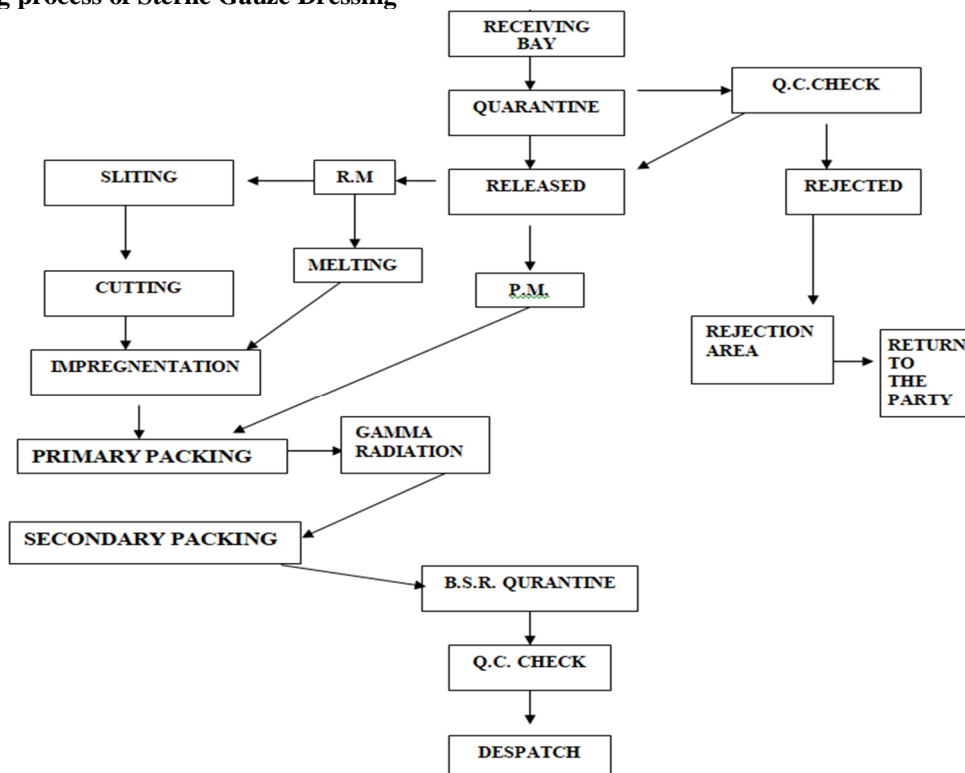
Amicol’s raw materials and packaging materials are bought in at the receiving bay. The raw materials and other goods are placed for quarantine, precautionary and safety measures. The input material goes for quality checks, where materials which do not match the standards are sent to the rejection area and back to the vendor. The raw materials that pass the quality checks are then sent to their respective departments, packaging material to the packaging department and raw materials to the manufacturing department. Filling and sealing: Here the product is filled into the respective container and sent for secondary packaging. After the whole process, the products are again quarantined in a bounded store room (BSR). Quality checks is the next step in the process where finished products are checked if they match the quality standards. Final product is then dispatched to the respective customer.

Manufacturing process of Absorbent cotton wool



Raw material for absorbent cotton wool and packaging arrive at the receiving bay, where they are sent for quarantine keeping in mind the current situation. After which, these raw materials go for quality checks for any contamination, trash and strength. If any the raw materials do not meet the requirement then they are sent to the rejection area where they are sent back to the supplier. The raw materials that pass the quality checks then they proceed to the next stage where these raw materials are rolled and compressed in the shape required by the company. These are then cut into the required sizes and moved to the primary and secondary packaging area. The final product is again sent to the quarantine area (BSR) and then to for quality checks, to make sure the batch meets the quality requirements. After this step, the final product is sent to the dispatch area and sent to the respective client.

Manufacturing process of Sterile Gauze Dressing



The raw materials for paraffin gauze dressing, impregnation and packaging arrive at the receiving bay where they are sent for quarantine. From here the raw materials are sent for quality checks where they are checked for contamination, trash and if they meet the raw material quality requirements and the packaging material is sent to the primary packaging area. If any the raw materials do not meet the requirement then they are sent to the rejection area where they are sent back to the supplier. The raw materials which pass the quality checks are sent for slitting where they are slit into the lengths and widths specified by the end application. Moving from the slitting area the materials go through an impregnation stage where the melted paraffin is filled into the porosity of the gauze. After this stage the Paraffin Gauze, which is the final product goes for the primary packaging and sent for sterilization. In the sterilization area the gauze passes through Gamma radiations which kill any bacteria which is present on the gauze. Once the gauze is sterile, the final product goes to the secondary packaging and sent for (BSR) quarantine. Once the final product has completed its quarantine period, they are sent for quality checks to make sure the products meet the requirements. The final product is then dispatched to the respective client.

Quality Control, Testing and Certifications

Our company is a quality and research driven company with continuous efforts focused on quality checks, analysis and developing latest process improvements and production cost efficiencies. Our quality policy is focused on fulfilling customer requirements through reliable products aimed at meeting all regulatory requirements and through continual improvement of our quality management systems. Our products undergo a qualification process throughout the entire value chain to ensure that quality products are being provided to customers. Our quality control programs involve subjecting the manufacturing processes and quality management systems to periodic reviews and observations for various periods. Our quality checks are at multiple points and at various stages of the production process with well laid down specifications that are adhered to ensure that quality always meets "Global Standards of Excellence". In recognition of our quality standards, we have been accredited with certifications pertaining to quality and health and safety standards, such as ISO 13485:2016.

Plant and Machinery

Our state-of-the-art manufacturing plant is equipped with latest machinery and well organized and arranged sterilization facilities for the manufacturing of our products. It includes machinery for material handling and preparation equipments also. There are multiple automatic head bottle filling, capping and packaging machines, bandage rolling machines, Gauze rolling machines and etc for the efficient and continuous production of our products.

Support Equipment includes:

- Air chilling plants
- Air Compressor machines
- Spooling machines

Infrastructural facilities and utilities

Our manufacturing facility is situated at Plot No 17 and 18, bearing S. No. 441, Hissa.No.2,4,6, Deewan Industrial Estate, Village Mahim, Taluka Palghar District. We have invested in the latest technology and upgraded our machinery which has aided us in manufacturing better quality products. Our manufacturing facility houses various automated and semi automated plant and machinery for the manufacturing process and other material preparation tools and handling equipments and quality control lab and equipments. Also our manufacturing facility is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

Our manufacturing facility is also equipped with requisite utilities including the following:-

Power

Our manufacturing units have adequate power supply from Maharashtra State Electricity Distribution Co. Ltd. The following table gives the sanctioned load for each plot:

Details Of Location	Sanctioned Load
Plot- 17	107 KW
Plot-18	295 KW

In addition to the said sanctioned power, the company has installed DG Sets as standby arrangement which is used in case of need of additional power/ shortage of the power or in case of powercut.

Water

Water is a key and indispensable resource requirement in our manufacturing process. Our Company has made adequate arrangements to meet its water requirements. Water requirement at our manufacturing facility is met through bore-well pump owned by the company.

Our Major Customers

Our Company is engaged in manufacturing of varied surgical and wound dressing products, like absorbent cotton gauze, surgical kit, PPE Kits, First-Aid dressing pouch etc. The percentage of income derived from our top customers in the nine months period ending December 31st, 2020 and Financial Year 2019-20 is given below:

(₹ in lakhs)

Sr. No.	Particular	For the period ending Dec 31, 2020		For the year ending March 31, 2020	
		Revenue	Percentage (%)	Revenue	Percentage (%)
1	Income from Top 5 Customers (%)	2,946.82	57.12%	3,849.60	68.80%
2	Income from Top 10 Customers (%)	4,105.91	79.58%	4,632.12	82.79%

Although our top 10 customers may vary from one reporting period to another depending on the requirements of a particular industry segment, we believe, we have experienced a high degree of returning customers over the years, which reflects the value proposition provided by us. We constantly try to address the needs of our customers for maintaining a long term working relation with the customers, in order to get continuous business.

Capacity Utilization

Capacity and capacity utilization for the last three years:

Sr. No.	Particulars	Installed Capacity	Capacity utilized for the year ending March 31,		
			2019	2020	2021
1	Sterile Wound Dressings	3,65,00,000 Pcs	40%	45%	50%
2	First Aid Kits	1,82,50,000 Kits	51%	55%	60%
3	Disposable Dressings	5,47,50,000 Pcs	40%	45%	55%
4	Plasters and Elastic Adhesive Dressings	56,25,000 Pcs	62%	55%	60%
5	Ointments	5,47,50,000 Tubes	40%	43%	45%
6	Antiseptics / Disinfectants / Hand Sanitizers	3,65,00,000 Bottles	45%	50%	60%
7	Hospital Disposables and Allied Products	63,875,000 Pcs	50%	55%	60%

Human Resource

We believe that a motivated and empowered employee base is the key to our operations and business strategy. We believe our employees are one of our most important assets and critical to maintaining our competitive position in our key geographical markets and in our industry. We have developed a large pool of skilled and experienced personnel. Currently, our company has at its disposal a dynamic team of our manpower is a prudent mix of skilled/ unskilled employees for manufacturing process, quality control and quality assurance assistants etc. These professionals are assisted by office & administration staff and finance professionals who work in unison in order to meet specific client requirements and attain organizational goals and targets within the set time frame. Our ability to maintain the growth depends to a large extent on our strength in attracting, training, motivating and retaining employees.

We have 43 employees as on December 2020. Additionally we have entered into an arrangement with certain Contractors for providing contract labour for execution and discharge of work and obligations based on the demand.

The details of manpower employed on payroll of the company as on December 2020 are as under:

Sr. No	Category	Number of employees
1.	Executive Director	5
2.	Key Managerial Personnel (KMP)	4
3.	Other Employees	34
	Total	43

Intellectual Property

We conduct our business under the following trademarks. We have registered the following Intellectual properties under the name of our company, under class 5, with the Trade Mark Registry, Mumbai:

Particulars of the mark	Word/ Label mark	Trademark Number
POVITULLE	Word	1935693
PETRONET	Word	1935695
BACTIGAUZE	Word	1935697
FUSITULLE	Word	1935700
FRAMITULLE	Word	1935701
PARAHEAL	Word	1953816
ORTHOWRAP	Word	1953817
AM+AID	Device	1935694
COMBIPAD	Device	1935696
A+MEDISET	Device	1935698
A+MEDITEX	Device	1935699
A+M	Device	1935704
A+M PLAST	Device	1935705
A+MCREPE	Device	1947553
NITROHEAL	Device	1947554
M-TAPE	Device	1947555
HYDRASOOTHE	Device	1953815
SILVINET	Device	2355157

Certifications Obtained

Sr. No.	Particulars	Issuing Authority	Scope
1.	ISO- Quality Management System	LLC-Certification,Czech Republic	Manufacturing and Supply bandages and medicated wound dressing

Export and Export Obligations

Our company does not have any export obligation however we supply to different countries. The total exports of the company for nine months period ending December 2020 and the last two fiscal years i.e. 2019-20, and 2018-19 was ₹ 566.45 lakhs , ₹ 393.23 lakhs and ₹ 583.75 lakhs respectively.

Collaborations

The Company has so far not entered into any technical or financial collaboration agreement.

Competition

We operate in a competitive atmosphere. Our competition varies by market, geographic areas and type of product. Our Company faces stiff competition from domestic as well as global market. Some of our competitors may have greater resources than those available to us. While service quality, technical ability, performance records, etc are key factors in client decisions among competitors, however, price is the deciding factor in most cases. Further, this industry is fragmented with many small and medium sized companies and entities, which manufactures some of these products at various levels, which may adversely affect our business operation and financial condition. Due to industry's fragmented nature, there is no authentic data available to our Company on total industry size and markets share of our Company vis-a-vis the competitors. Further, there are no entry barriers in this industry and any expansion in capacity of existing manufacturers would further intensify competition. . Moreover, as we seek to diversify into new geographical areas, we

face competition from competitors that have a pan-India presence and also from competitors that have a strong presence in regional markets. The markets in which we compete and intend to compete are undergoing, and are expected to continue to undergo, rapid and significant change. We expect competition to intensify as technological advances and consolidations continue

Properties

Owned Property

Details of our owned/property are as follows:

Sr. No.	Name of the Seller	Address of Property	Consideration/ Date of Sale Deed	Purpose
1.	Nirali Metals & Alloys Pvt Ltd	Plot No.17, bearing S. No. 441, Hissa.No.2,4,6, Deewan Industrial Estate, Village Mahim, Taluka Palghar District, Thane, Maharashtra.	Dated 28 th day of January, 1999* Purchase Consideration: ₹ 7.85 lakhs	Manufacturing unit
2.	Sucheta Siddharth Talati	Plot No.18, bearing S.No. 441, Hissa.No.2,4,6, Deewan Industrial Estate, Village Mahim, Taluka Palghar District, Thane, Maharashtra	Dated 9 th day of March, 2009 Purchase Consideration: ₹ 20.72 lakhs	Manufacturing unit

**The above mentioned property was purchased in the name of the earlier Proprietary concern named M/s. AdeshwarMeditex, which was transferred in the name of the company as per the Memorandum of Association which states the object as takeover of the business alongwith its assets and liabilities.*

Rented Property

Sr. No.	Name of the Licensor	Details of the Property	Agreement Period	Amount of Rent, Security Deposit	Purpose
1.	Prakash Talreja D	6 th Floor, 605, Niranjana, 99 Marine Drive, Mumbai-400002	1 st October, 2019 to 30 th September, 2022	License Fee: ₹ 0.60 lakhs per month with an escalation of 5% in license fee after every 12 months Security Deposit: ₹ 2.00 lakhs	Registered office

Insurance

Our business is subject to various hazards inherent to storing and transporting our materials and products, such as floods, thefts, fire, earthquake, other natural calamities, terrorism and force majeure. These acts can cause our products or raw materials subject to severe damage, loss of inventory or complete destruction of our property. We maintain insurances for the same which include Fire and Perils Policy and Burglary Policy. We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage maintained.

KEY REGULATIONS AND POLICIES

In carrying on our business as described in the section titled “Our Business” on page 82 of this Draft Prospectus, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by the Company in compliance with these regulations, kindly refer to the chapter titled “Government and Other Key Approvals” beginning on page 172 of this Draft Prospectus.

Our Company is engaged in the marketing and distribution of a wide range of medical products as well as medical education services. We manage the sale of a wide range portfolio of products along-with managing distribution for certain other brands. Our Company also provides medical education by partnering with renowned medical institutions. Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our business. We are required to obtain and regularly renew certain licenses/ registrations and / or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye-laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by us:

A. INDUSTRY RELATED LAWS

The Drugs and Cosmetics Act, 1940

The Drugs and Cosmetics Act, 1940 (“DCA”) regulates the import, manufacture, distribution and sale of drugs and cosmetics in India as well as aspects relating to labelling, packing and testing. The DCA also provides the procedure for testing and licensing of new drugs. The DCA also prohibits the import of certain categories of drugs and cosmetics. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities. Under the DCA, the Government may, by notification in the official gazette, regulate or prohibit the manufacture, sale or distribution of a drug, if it is satisfied that in the public interest, it is necessary or expedient to do so or that the use of such drug is likely to involve any risk to human beings or animals or that it does not have the therapeutic value claimed or purported to be claimed for it or contains ingredients and in such quantity for which there is no therapeutic justification. Penalties in terms of fine and imprisonment are prescribed under the DCA for contravention of its provisions.

The DCA prohibits inter-alia the manufacture and sale of:

- (i) drugs and cosmetics which are not of standard quality or are misbranded, adulterated or spurious
- (ii) any patent or proprietary medicine, unless the true formula or list of active ingredients is displayed in the prescribed manner on the label, together with the quantities thereof
- (iii) any drug which by means of any statement, design or device accompanying it or by any other means, purports or claims to prevent, cure or mitigate any such disease or ailment, or to have any such other effect as may be prescribed
- (iv) any cosmetic containing any ingredient which may render it unsafe or harmful for use under the directions indicated or recommended.

It further prohibits inter-alia the exhibition, offer for sale, distribution or sale of any drug or cosmetic which has been imported or manufactured in contravention of any of the provisions of DCA or any rule made there under.

The Drugs and Cosmetics Rules, 1945

The Drugs and Cosmetics Rules, 1945 (“the Rules”) are applicable to the Company. The Rules have been enacted to regulate the, manufacture, distribution and sale of drugs and cosmetics in India. The Rules prescribe the drugs or classes of drugs or cosmetics or classes of cosmetics for the import of which a license is required, and prescribe the form and conditions of such license and specify the prescribed the procedure for submission of report to the Central Drugs Laboratory, of samples of drugs for analysis or test. Such licences can be cancelled or suspended in case any of the Rules are not adhered to or any of the conditions subject to which the license is issued is not complied with.

The Pharmacy Act, 1948

The Pharmacy Act, 1948 was enacted to regulate the profession of pharmacy. The Pharmacy Act, 1948 provides for the Constitution and Composition of Central Pharmacy Council and State Pharmacy Council as well as the Registration of Pharmacists. The Central Council is empowered to make education regulations prescribing the minimum standard of education required for qualification as a pharmacist. The Pharmacy Act, 1948 also provides for the registration of pharmacists with the State Government.

The following are the rules and regulations which are applicable to the Company:

- *Pharmacy Practice Regulations, 2015*
- *Maharashtra State Pharmacy Rules, 1969*

Legal Metrology Act, 2009

The Legal Metrology Act, 2009 (“L.M. Act”) governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides for Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard.

B. REGULATIONS GOVERNING LABOUR LAWS

The Factories Act, 1948

The Factories Act, 1948 ("Factories Act") seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term ‘factory’, as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires inter alia the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.

The following is the rules which are applicable to the Company:

- *Maharashtra Factories Rules, 1963*

Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“CLRA”) is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. The Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA.

The Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017

The provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 are applicable to the Company. The provisions of the Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work. Whoever, contravenes the provisions Act or the rules made there under shall be punished with fine which may extend to ₹ 1,00,000/- and in the case of a continuing contravention, with an additional fine which may extend to ₹ 2000/- per for every day during which such contravention continues. The total fine shall not exceed ₹ 2000/- per workers employed.

The Employees' Compensation Act, 1923

The Employees' Compensation Act, 1923 ("EC Act") has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries caused by accident(s) arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The EC Act makes every employer liable to pay compensation in accordance with the EC Act if a personal injury/disablement/ loss of life is caused to a workman by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the EC Act within 1 (one) month from the date it falls due, the commissioner appointed under the EC Act may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

Maternity Benefit Act, 1961

The purpose of Maternity Benefit Act, 1961 is to regulate the employment of pregnant women and to ensure that the get paid leave for a specified period before and after child birth. It provides, *inter-alia*, for payment of maternity benefits, medical bonus and enacts prohibitions on dismissal, reduction of wages paid to pregnant women, etc.

Payment of Bonus Act, 1965

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where 20 (twenty) or more persons are employed on any day during an accounting year, who has worked for at least 30 (thirty) working days in a year, is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965 by a company is punishable with imprisonment up to 6 (six) months or a fine up to ₹ 1,000/- (Rupees One Thousand only) or both.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SHWW Act") provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹ 50,000/-.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 (“PW Act”) is applicable to the payment of wages to persons in factories and other establishments. PW Act ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 (“MW Act”) came in to force with the objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MW Act, the appropriate government is authorised to fix the minimum wages to be paid to the persons employed in scheduled or non-scheduled employment. Every employer is required to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to the MW Act, in respect of which minimum rates of wages have been fixed or revised under the MW Act.

Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”) seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. It also prescribes hours and periods of work, holidays, the requirement of keeping a register, etc for the establishments falling under this act. A shop or a commercial establishment is included under the definition of an “establishment” according to Section 2(iv) of the CLPR Act.

The Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (“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. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed under the ESI Act. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees’ Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 (“EPF Act”) was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the “Employees Provident Fund Scheme”, “Employees Deposit-linked Insurance Scheme” and the “Employees Family Pension Scheme”. Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. 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

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of ‘five-year continuous service’ is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days’ wages for every completed year of service with the employer. The employer shall arrange to pay the amount of gratuity within thirty days from the date it becomes payable to the person to whom the gratuity is payable. An employer who contravenes, or defaults in complying with, any of the provisions of this Act or made there under shall be punished with imprisonment for a minimum term of 3 months but which may extend to one year, or with fine being minimum ₹ 10,000/- but which may extend to ₹ 20,000/-, or with both.

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951

The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development and Regulation) Act, 1951 (“MSMED Act”) inter-alia seeks to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The MSMED Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed ₹ 25,00,000/- (Rupees Twenty Five Lakhs Only); (ii) a small enterprise, where the investment in plant and machinery is more than ₹ 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than ₹ 5,00,00,000/- (Rupees Five Crores Only) but does not exceed ₹ 10,00,00,000/- (Rupees Ten Crores Only). In case of enterprises engaged in providing or rendering of services, the enterprise may be classified as: (i) a micro enterprise, where the investment in equipment does not exceed ₹ 10,00,000/- (Rupees Ten Lakhs Only); (ii) a small enterprise, where the investment in equipment is more than ₹ 10,00,000/- (Rupees Ten Lakhs Only) but does not exceed ₹ 2,00,00,000/- (Rupees Two Crores Only); or (iii) a medium enterprise, where the investment in equipment is more than ₹ 2,00,00,000/- (Rupees Two Crores Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only). The MSMED Act also inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

C. TAX RELATED LAWS

Income-tax Act, 1961

The Income-tax Act, 1961 (“IT Act”) is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made there under depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Professional Tax

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

The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 is applicable to our Company.

Central Goods and Services Tax Act, 2017

The Central Goods and Services Tax Act, 2017 (“CGST Act”) regulates the levy and collection of tax on the intra-State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services. Under GST, SGST is a tax levied

on Intra State supplies of both goods and services by the State Government and will be governed by the SGST Act. CGST will also be levied on the same Intra State supply but will be governed by the Central Government. The Maharashtra Goods and Services Tax Act, 2017 is applicable to the company.

Integrated Goods and Services Tax Act, 2017

Integrated Goods and Services Tax Act, 2017 (“IGST Act”) is a Central Act enacted to levy tax on the supply of any goods and/or services in the course of inter-State trade or commerce. IGST is levied and collected by Centre on interstate supplies. The IGST Act sets out the rules for determination of the place of supply of goods. Where the supply involves movement of goods, the place of supply shall be the location of goods at the time at which the movement of goods terminates for delivery to the recipient. The IGST Act also provides for determination of place of supply of service where both supplier and recipient are located in India or where supplier or recipient is located outside India. The provisions relating to assessment, audit, valuation, time of supply, invoice, accounts, records, adjudication, appeal etc. given under the CGST Act are applicable to the IGST Act.

D. ENVIRONMENTAL LAWS

Our Company is also required to obtain clearances under the Environment (Protection) Act, 1986, and other environmental laws such as the Water (Prevention and Control of Pollution) Act, 1974, the Water (Prevention and Control of Pollution) Cess Act, 1977 and the Air (Prevention and Control of Pollution) Act, 1981, before commencing its operations. To obtain an environmental clearance, a no-objection certificate from the concerned state pollution control board must first be obtained, which is granted after a notified public hearing, submission and approval of an environmental impact assessment (“EIA”) report and an environment management plan (“EMP”).

Water

Legislations to control water pollution are listed below:

The **Water (Prevention and Control of Pollution) Act, 1974** prohibits the discharge of pollutants into water bodies beyond a given standard, and lays down penalties for non-compliance. The Water Act also provides that the consent of the State Pollution Control Board must be obtained prior to opening of any new outlets or discharges, which is likely to discharge sewage or effluent

The **Water (Prevention and Control of Pollution) Cess Act, 1977** provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

Air

Legislations to control air pollution are listed below:

The **Air (Prevention and Control of Pollution) Act, 1981** requires that any individual or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity. National Ambient Air Quality Standards (NAAQS) for major pollutants were notified by the Central Pollution Control Board in April 1994.

E. OTHER LAWS

Competition Act, 2002

The Competition Act, 2002 (“Competition Act”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“Competition Commission”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Companies Act, 2013

The Companies Act, 2013 (“Companies Act”), has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Companies Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

The Indian Stamp Act, 1899

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not ‘duly stamped’ cannot be accepted as evidence by civil court, an arbitrator or any other authority authorized to receive evidence. However, the document can be accepted as evidence in criminal court.

The Maharashtra Stamp Act, 1958

The Maharashtra Stamp Act, 1958 is expedient to consolidate and amend the law relating to stamps and rates of stamp duties in the State of Maharashtra and prescribes the different rates of duties on the instrument falling within the various descriptions set-out in Schedule I of the Maharashtra Stamp Act, 1958.

Transfer of Property Act, 1882

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 (“T.P. Act.”). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: The transfer of ownership in property for a price, paid or promised to be paid.
- Mortgage: The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognizes several forms of mortgages over a property.
- Charges: Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

The Registration Act, 1908

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Act is used for proper recording of transactions relating to other immovable property also. The Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Indian Contract Act, 1872

The Indian Contract Act, 1872 (“Contract Act”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

The Trademarks Act, 1999

Under the Trademarks Act, 1999 (“Trademarks Act”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (“the Registrar”), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

The Copyright Act, 1957 ("Copyright Act")

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. The penalty for general infringement of copyright is imprisonment of maximum 3 (three) years and a fine of up to ₹ 2,00,000/- (Rupees Two Lakhs Only).

Foreign Exchange Management Act, 1999

Foreign investment in manufacturing sector is governed by the provisions of the FEMA read with the applicable regulations. The Department of Industrial Policy and Promotion (“DIPP”), Ministry of Commerce and Industry has issued ‘Consolidated FDI Policy Circular of 2020’ (“**FDI Policy**”) which consolidates the policy framework on Foreign Direct Investment (“**FDI**”), with effect from October 15, 2010. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till October 15, 2020. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 (“**FEMA Regulations**”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. The foreign investment in our Company is governed inter alia by the FEMA, as amended, FEMA Regulations, as amended, the FDI Policy issued and amended by way of press notes, and the SEBI FPI Regulations

Currently, 100% FDI is permitted under the automatic route in the companies which are engaged in manufacturing activities

However, an entity 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, can invest only under the Government route

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as Adeshwar Meditex Private Limited on April 02, 2007 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration number 169544. The status of the Company was changed to public limited and the name of our Company was changed to Adeshwar Meditex Limited vide Special Resolution dated February 16, 2021. The fresh certificate of incorporation consequent to conversion was issued on March 09, 2021 by the Registrar of Companies, Mumbai. The Corporate Identification Number of our Company is U52390MH2007PLC169544.

Our Company is managed by our Promoter Director Siddharth Talati. For further details, see “*Our Promoter and Promoter Group*” and “*Our Management*” on page nos. 121 and 107 respectively of this Draft Prospectus.

Our Company has 10 shareholders as on the date of filing of this Draft Prospectus.

OVERVIEW

Adeshwar Meditex Limited is an Indian company, engaged in the manufacturing of surgical dressings and external preparations products of Wound care & Wound management including sterile surgical wound dressing, tulle dressing, medical disposable, adhesive bandages, absorbent gauze, plaster, disinfectants, medical kits etc.

Mulchand Talati commenced the family business of surgical wound dressing business in 1951, as a proprietary concern in the name of ‘Adeshwar Meditex’ which was subsequently converted into our Company. Our business operations have been led by our Promoter and assisted by our experienced Key Managerial Personnel who have over 51 years of experience in the Wound care management industry cumulatively.

Our Company is an ISO 13485:2016 certified Company. We have our manufacturing facility situated at Deewan Industrial Estate, Palghar District. Our state-of-the-art manufacturing plant follows WHO-GMP, CE, ISO guidelines and we are backed by an advanced production facility, which is fitted with latest machinery and well organized and arranged sterilization facilities. We endeavor to maintain safety in our premises by adhering to key safety norms.

Our manufacturing facility also has sophisticated facilities for quality testing, research & development, storage and packaging. We have an in-house R&D facility for on-site process improvement and for bettering our present products offered as well as products under innovation and testing laboratory which ensures that our products are certified and any major defects in the products are identified on real time basis and rectified before the final dispatch.

We have dedicated teams actively involved in R&D and QC/ QA Lab activities. These functions have impeccably streamlined and thus assure swift production and post-production processes and enable us to support our growth strategy by developing new products and processes which enhance our product range. The focus of our R&D has been to strive for continuous process improvements which will cater to the requirements of global patients from the point of view of effectiveness and safety besides achieving manufacturing cost efficiencies.

Our company has registered 18 trademarks in India. We cater to both, the domestic as well as international markets. It is noteworthy that our products are exported to several countries against tenders and promoted to private markets through Marketing Agents and Distributors. The following diagram depicts the breakup of revenue, percentage-wise for nine months period ending December 31, 2020 on the basis of Domestic Sales and Export Sale:



We have positioned ourselves as a multi-product and multi market player ensuring that our products include a diverse mix of sterile surgical wound dressing products and medical disposables. With our long standing operations and quality products, we have built a strong relationship with our customers. Our products are very well accepted by the medical

fraternity and are supplied all over India to Central and State Government Health Departments, Corporate Hospitals, Institutions, Nursing Homes and Retailing Chemists.

Our revenue from operations was ₹ 5,611.61 lakhs, ₹ 5,292.16 lakhs and ₹ 5,860.07 lakhs for Fiscal 2020, 2019 and 2018, respectively and ₹ 5,178.83 lakhs for nine months period ended December 31, 2020. Our EBITDA was ₹ 561.74 lakhs, ₹ 549.62 lakhs and ₹ 531.97 lakhs for Fiscal 2020, 2019 and 2018 respectively and ₹ 370.73 lakhs for the nine months period ended December 31, 2020. Our restated profit after tax was ₹ 201.49 lakhs, ₹ 225.10 lakhs and ₹ 256.08 lakhs for Fiscal 2020, 2019 and 2018 respectively and ₹ 138.92 lakhs for nine months period ended December 31, 2020.

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	Key Events/Milestones/Achievements
1997	Started business as prop. Concern M/s Adeshwar Meditex
2007	Incorporation of the Company and subsequently takeover of Proprietorship firm of our promoter Siddharth Talati, M/s Adeshwar Meditex
2015	Company Crossed turnover of 25 Cr
2018	Company Crossed turnover of 50Cr
2021	Conversion of Company from “Private Limited” to “Public Limited”.

MAIN OBJECTS OF OUR COMPANY

1. To take over the business of the existing Proprietorship firm known by the name of M/s. ADESHWAR MEDITEX, along with its assets and liabilities and after takeover the firm shall stand dissolved.

2. (a) To carry on in India and abroad the business of manufacturers, producers, refiners, processors, exporters, importers, distributors, traders, merchants, dealers, representatives, selling agents, buying agents, re-packers, buyers, sellers, wholesalers, retailers, suppliers and stockiest of all kinds and varieties of surgical, pharmaceutical, medicine items including first aid kits in various sizes for hospitals, medical centers, households, schools and various industries including automobile sector, surgical dressings including sterile medicated wound dressings, sterile advanced hemostatic dressings, chitosan, oxidized cellulose and gelatin sponges, medical bandages including elastic, adhesive and nonadhesive, adhesive tapes and plasters including medicated and non-medicated, military dressings for defense services, sterile gauzes, dressings, swabs including medicated and non medicated, orthopedic bandages, dressings, orthopedic soft products and equipment, sanitary napkins, surgical gloves, surgical blades, infusion sets and allied products, antiseptic solutions, disinfectants, hand sanitizers, ointments including medicated and non-medicated, rectified spirit, extra neutral ethyl alcohol, and alcohol based products, sterile pre and post operations medical its, Home Based New Born (HBNC) and other kits, face masks, caps, gowns, face shield, PPE kits, HIV kits, all hospital protective wears and disposables, laboratory reagents, testing kits and dealing in various items and Turnkey projects for all of the above products.

(b) To act as exporters, importers, distributors, traders, merchants, dealers, selling agents, buying agents, re-packers, buyers, sellers, wholesalers, retailers, suppliers and stockiest of various food-grains and food items with government and non-government agency.

CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY

Date of Change	Changed From	Change to	Reason for change
January 01, 2015	Shop no. 82, 1st Floor, Ashoka Shopping Centre Lokmanya Tilak Marg, Mumbai Maharashtra, India- 400001	605, Flr 6th, Plot 99, Niranjan Bldg, Bhagwan Todi Bal Udyan Marg, Marine Lines Rly Stn, Marine Drive Mumbai Mumbai City Mh 400002	Administrative Reasons

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY IN LAST 10 YEARS

The following changes have been made to the Memorandum of Association of our Company:

Sr. No.	Date of Shareholder's Resolution	Nature of Amendment
1.	April 30, 2011.	The initial Authorized Share Capital of ₹ 10,00,000 (Ten Lakh) divided into 1,00,000 (One Lakh) Equity Shares of ₹ 10 each was increased to ₹ 50,00,000 (Fifty Lakh) divided into 5,00,000 (Five Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders

Sr. No.	Date of Shareholder's Resolution	Nature of Amendment
		Resolution passed at the Extra Ordinary General Meeting held on April 30, 2011.
2.	March 22, 2012	The Authorized Share Capital of ₹ 50,00,000 (Fifty Lakh) divided into 5,00,000 (Five Lakh) Equity Shares of ₹ 10 each was increased to ₹ 1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on March 22, 2012.
3.	November 10, 2012	The Authorized Share Capital of ₹ 1,00,00,000 (One Crore) divided into 10,00,000 (Ten Lakh) Equity Shares of ₹ 10 each was increased to ₹ 2,00,00,000 (Two Crore) divided into 20,00,000 (Twenty Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on November 10, 2012.
4.	February 18, 2013	The Authorized Share Capital of ₹ 2,00,00,000 (Two Crore) divided into 20,00,000 (Twenty Lakh) Equity Shares of ₹ 10 each was increased to ₹ 3,00,00,000 (Three Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on February 18, 2013.
5.	July 31, 2013	The Authorized Share Capital of ₹ 3,00,00,000 (Three Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10 each was increased to ₹ 4,00,00,000 (Four Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10 each and 10,00,000 (Ten Lakh) Preference Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on July 31, 2013.
6.	March 28, 2016	The Authorized Share Capital of ₹ 4,00,00,000 (Four Crore) divided into 30,00,000 (Thirty Lakh) Equity Shares of ₹ 10 each and 10,00,000 (Ten Lakh) Preference Shares of ₹ 10 each was reclassified as ₹ 4,00,00,000 (Four Crore) divided into 40,00,000 (Forty Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on March 28, 2016.
7.	February 6, 2017	The Authorized Share Capital of ₹ 4,00,00,000 (Four Crore) divided into 40,00,000 (Forty Lakh) Equity Shares of ₹ 10 each was increased to ₹ 5,00,00,000 (Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on February 6, 2017.
8.	January 6, 2020	The Authorized Share Capital of ₹ 5,00,00,000 (Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Shares of ₹ 10 each was increased to ₹ 10,00,00,000 (Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on January 6, 2020.
9.	January 23, 2021	The Authorized Share Capital of ₹ 10,00,00,000 (Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10 each was increased to ₹ 15,00,00,000 (Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of ₹ 10 each pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on January 23, 2021.
10.	February 16, 2021	<p>The name of our company was changed from 'Adeshwar Meditex Private Limited' to 'Adeshwar Meditex Limited' consequent to which a certificate of Incorporation dated March 09, 2021 was issued by the Registrar of Companies, Mumbai.</p> <p>The main Object clause 2 of clause III(A) the Company was substituted as :</p> <p>(a) To carry on in India and abroad the business of manufacturers, producers, refiners, processors, exporters, importers, distributors, traders, merchants, dealers, representatives, selling agents, buying agents, re-packers, buyers, sellers, wholesalers, retailers, suppliers and stockiest of all kinds and varieties of surgical, pharmaceutical, medicine items including first aid kits in various sizes for hospitals, medical centers, households, schools and various industries including automobile sector, surgical dressings including sterile medicated wound dressings, sterile advanced hemostatic dressings, chitosan, oxidized cellulose and gelatin sponges, medical bandages including elastic, adhesive and non adhesive, adhesive tapes and plasters including medicated and non-medicated, military dressings for defense services, sterile gauzes, dressings, swabs including medicated and non medicated, orthopedic bandages, dressings, orthopedic soft products and equipment, sanitary napkins, surgical gloves, surgical blades, infusion sets and allied products, antiseptic solutions, disinfectants, hand sanitizers, ointments including medicated and non-medicated, rectified spirit, extra neutral ethyl alcohol, and</p>

Sr. No.	Date of Shareholder's Resolution	Nature of Amendment
		<p>alcohol based products, sterile pre and post operations medical kits, Home Based New Born (HBNC) and other kits, face masks, caps, gowns, face shield, PPE kits, HIV kits, all hospital protective wears and disposables, laboratory reagents, testing kits and dealing in various items and Turnkey projects for all of the above products.</p> <p>(b) To act as exporters, importers, distributors, traders, merchants, dealers, selling agents, buying agents, re-packers, buyers, sellers, wholesalers, retailers, suppliers and stockiest of various food-grains and food items with government and non-government agency</p>

OUR HOLDING COMPANY

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

OUR SUBSIDIARIES / JOINT VENTURE

As on the date of this Draft Prospectus, there are no subsidiaries of our Company.

THE AMOUNT OF ACCUMULATED PROFIT / (LOSSES) NOT ACCOUNTED FOR BY OUR COMPANY

There is no accumulated profit / (losses) not accounted for by our Company.

FINANCIAL PARTNERS

We do not have any financial partners as on the date of this Draft Prospectus.

STRATEGIC PARTNERS

We do not have any strategic partners as on the date of this Draft Prospectus.

SHAREHOLDERS' AGREEMENT

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

OTHER 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 other agreement / contract as on the date of this Draft Prospectus.

COLLABORATION

Our Company has not entered into any Collaboration as on the date of this Draft Prospectus.

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.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/ FACILITY CREATION OR LOCATION OF PLANTS

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/facility creation, and location of our manufacturing facilities, sees "Our Business" on page 82 of this Draft Prospectus.

TIME/COST OVERRUN IN SETTING UP PROJECTS

As on date of this Draft Prospectus, there has been no time and cost overruns in the Company.

LOCK-OUT AND STRIKES

There have been no instances of strikes or lock-outs at any time in our Company.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS

As on date of this Draft Prospectus, our Company has not made any defaults / re-scheduling of its borrowings.

INJUNCTION OR RESTRAINING ORDERS

There are no injunctions/restraining orders that have been passed against the company.

OUR MANAGEMENT

BOARD OF DIRECTORS

As on the date of this Draft Prospectus, our Board consists of Six (6) Directors including one (1) as Chairperson & Managing Director, two (2) as Whole – Time Directors, one (1) as Non – Executive Director and two (2) are Non-Executive Independent Directors. Further, we have two (2) Women Directors on our Board.

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

Sr. No.	Name , Designation, Address, Date of Birth, Occupation, Term and DIN	Nationality	Age	Other Directorships
1.	<p>Siddharth Talati</p> <p>Designation: Chairperson & Managing Director</p> <p>Date of Birth: May 9, 1943</p> <p>Address: 902, Pleasant Palace, 9th Floor, 16, Narayan Dabholkar Road, Malabar Hill, Mumbai – 400 006</p> <p>Date of Appointment as Director: April 02, 2007</p> <p>Date of Appointment as Chairperson & Managing Director: March 17, 2021</p> <p>Term: Appointed as Chairperson & Managing Director for a period of five years i.e. till March 16, 2026</p> <p>Occupation: Business</p> <p>DIN: 01748038</p>	Indian	77 years	<ul style="list-style-type: none"> • Moksha Biosurgicals Private Limited • Vitrag Biofabs Private Limited
2.	<p>Ashalata Raut</p> <p>Designation: Whole-time Director</p> <p>Date of Birth: March 7, 1969</p> <p>Address: B. No-306/B, Diamond Point Apt, Navali Gate, Palghar, Thane, Maharashtra – 401 404</p> <p>Date of Appointment as Director: May 21, 2007</p> <p>Date of Appointment as Whole-time Director: March 17, 2021</p> <p>Term: Appointed as Whole-time Director for a period of five years i.e. till March 16, 2026 and shall be liable to retire by rotation</p> <p>Occupation: Professional</p> <p>DIN: 02608730</p>	Indian	52 years	<ul style="list-style-type: none"> • Moksha Biosurgicals Private Limited

Sr. No.	Name , Designation, Address, Date of Birth, Occupation, Term and DIN	Nationality	Age	Other Directorships
3.	<p>Krishnojirao Nagaraja Rao</p> <p>Designation: Whole-time Director</p> <p>Date of Birth: September 03, 1949</p> <p>Address: Manasa No. 2663, 1st Main, MCC B Block, Davangere – 577 004, Karnataka-577004</p> <p>Date of Appointment as Non-Executive Director: March 24, 2017</p> <p>Date of Appointment as Whole-time Director: March 17, 2021</p> <p>Term: Appointed as Whole-time Director for a period of five years i.e. till March 16, 2026 and liable to retire by rotation</p> <p>Occupation: Professional</p> <p>DIN: 07684308</p>	Indian	71 years	<ul style="list-style-type: none"> • Vitrag Biofabs Private Limited
4.	<p>Sucheta Talati</p> <p>Designation: Non-Executive Director</p> <p>Date of Birth: July 16, 1947</p> <p>Address: 902, Pleasant Palace, 16, Narayan Dabholkar Road, Malabar Hills, Mumbai – 400 006</p> <p>Date of Appointment as Director: April 10, 2007</p> <p>Date of Appointment as Non-Executive Director: March 17, 2021</p> <p>Term: Appointed as Whole-time Director for a period of five years i.e. till March 16, 2026 and liable to retire by rotation</p> <p>Occupation: Professional</p> <p>DIN: 01976461</p>	Indian	73 years	<ul style="list-style-type: none"> • Moksha Biosurgicals Private Limited • Vitrag Biofabs Private Limited

Sr. No.	Name , Designation, Address, Date of Birth, Occupation, Term and DIN	Nationality	Age	Other Directorships
5.	<p>Hajari Lal Saini</p> <p>Designation: Non-Executive Independent Director</p> <p>Date of Birth: November 14, 1982</p> <p>Address: 77-D, Pawan Putra Colony, Panchywala, Sirsi Road, Vaishali Nagar, Jaipur, Rajasthan - 302021</p> <p>Date of Appointment as Non-Executive Independent Director: 17 March, 2021</p> <p>Term: Appointed as Non-Executive Independent Director for a period of five years i.e. till 16 March, 2026</p> <p>Occupation: Professional</p> <p>DIN: 09107813</p>	Indian	38 years	Nil
6.	<p>Vijay Garg</p> <p>Designation: Non-Executive Independent Director</p> <p>Date of Birth: December 25, 1982</p> <p>Address: Old KTM College Adarsh Nagar Colony, Shivpuri, Madhya Pradesh - 473551</p> <p>Date of Appointment as Non-Executive Independent Director: 17 March, 2021</p> <p>Term: Appointed as Non-Executive Independent Director for a period of five years i.e. till 16 March, 2026</p> <p>Occupation: Professional</p> <p>DIN: 03176814</p>	Indian	38 years	Nil

BRIEF PROFILE OF OUR DIRECTORS

Siddharth Talati, aged 77 years is the Promoter, Chairperson & Managing Director of our Company. He graduated with a Bachelor's degree in the field of Science from University of Bombay in the year 1966 and a Master's degree in Science from Auburn University, Alabama in 1968. He has undergone training in Leadership from Mcgrath Institute of Leadership in the year 1984. He was previously associated with Sandoz India Limited and Sandoz USA. Subsequent to which he was also associated with Continental Drug Store and Golden Surgical Dressing Private Limited. In the year 1997 he started with a Sole proprietary concern namely Adeshwar Meditex, which was subsequently taken over by Adeshwar Meditex Limited. He has around 51 years of rich experience in the field of Wound Care Industry. He is instrumental in making strategic decision for the growth of the Company.

Ashalata Raut, aged 52 years is the Whole-time Director of our Company. She has completed a Bachelors Degree of Science in the field of Biology by J.R.N. Rajasthan Vidyapeeth University in the year 2008. She was associated with Golden Surgical Dressings and Fibres Private Limited before joining our company as an assistant Production Chemist in the year 1998. She has a rich experience of over 13 Years. She is also designated as Factory Head of our company and is responsible for Production related activities.

Krishnoji Rao, aged 71 years is the Whole-time Director of Our Company. He has completed Bachelors of Medicine and Bachelor of Surgery from University of Mysore in the year 1971 and has achieved the Master of Doctorate Degree in the field of Psychiatry in the year 1978 from All India Institute of Medical Sciences (A.I.M.S). He is also registered with the Mysore Medical Council as Registered Medical Practitioner since 1972. He was an Army Medical Officer and also was associated with All India Institute of Medical Sciences (A.I.M.S) as a Junior Resident Doctor, Psychiatry, J.J.M Medical College as Professor in the Department of Psychiatry and was also a visiting professor in the Department of Psychiatry & Neurology, Tulane University School of Medicine. He has extensive experience of about 50 years. He is currently responsible for the day to day administration of the Company.

Sucheta Talati, aged 73 years is the Non-Executive Director of our Company. She has completed her Master's of Science in the field of Chemistry from Mumbai University in the year 1969 and M.S Degree in the field of Chemistry from university of Scranton in the year 1971. In the initial Phase of her career, she was associated with Warner Lambert Pharmaceuticals, New Jersey and is associated with our company since inception. She has a rich experience of over 18 years in the Pharmaceutical Industry.

Hajari Lal Saini, aged 38 years, is the Non-Executive Independent Director of the Company. He has completed his bachelor's degree in Commerce from University of Rajasthan in the year 2001. He is a fellow member of the Institute of Chartered Accountants of India since 2013. In the year 2018 he has passed the Limited Insolvency Examination and subsequently was admitted as the member of the Insolvency and Bankruptcy Board of India. He is also registered as ICAI Registered Valuers Organization of Asset class Securities or Financial Assets since 2019. He is a managing Partner at M/s H L Saini & Co, Practicing Chartered Accounting firm, Insolvency Professional and has a broad experience of 13 years in the field of Accounting, Taxation, Corporate Consultancy, etc.

Vijay Garg, aged 38 years, is the Non-Executive Independent Director of the Company. He has completed his bachelor's in Commerce degree from Jiwaji University in the year 2003 and Chartered Accountancy Course in the year 2010. He is also a fellow member of the Institute of Chartered Accountants of India since 2016. He has also completed Post Qualification Course in Information Systems Audit in the year 2018. He was previously associated with Jyothy Laboratories Limited and is currently a partner at Vijay Garg & Co. He has a wide experience of 10 Years in the field of Internal Control, Implementation of ERP, Direct-Indirect tax, etc.

CONFIRMATIONS

As on the date of this Draft Prospectus:

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

Sucheta Talati is the spouse of Siddharth Talati.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of the Directors are categorized as a wilful defaulter, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations.
5. None of our Directors are or were directors of any 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.

DETAILS OF BORROWING POWERS

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on March 17, 2021 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be

obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 crores

REMUNERATION OF EXECUTIVE DIRECTORS

The compensation package payable to the Executive Directors for F.Y. 20-21 onwards as resolved in the Extra-Ordinary General Meeting held on March 17, 2021 is stated hereunder:

Sr. No.	Name	Designation	Maximum limit of Remuneration / Compensation (inclusive of all perquisites)
1.	Siddharth Talati	Chairperson & Managing Director	Upto ₹ 90 Lakhs. p.a
2.	Ashalata Raut	Whole-time Director	Upto ₹ 40 Lakhs. p.a
3.	Krishnojirao Nagaraja Rao	Whole-time Director	Upto ₹ 30 Lakhs. p.a

PAYMENT OR BENEFIT TO NON - EXECUTIVE NON – INDEPENDENT DIRECTOR AND NON - EXECUTIVE DIRECTORS OF OUR COMPANY

Pursuant to the resolution passed by the Board of Directors of our Company at their meeting held on March 22, 2021, the Non-Executive Directors of our Company would be entitled to a sitting fee of ₹ 7,500 for attending every meeting of Board or its committee thereof.

The Remuneration / Sitting Fees paid to the Directors during the last F.Y. 2019-20 is as follows:

(₹ in Lakhs)

Sr. No.	Name of Director	Remuneration paid
1.	Siddharth Talati	₹ 30.00
2.	Ashalata Raut	₹ 33.50
3.	Krishnojirao Nagaraja Rao	₹ 17.50
4.	Sucheta Talati	₹ 26.00

SHAREHOLDING OF OUR DIRECTORS

The following table sets forth the shareholding of our Directors as on the date of this Draft Prospectus:

Sr. No.	Name of the shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1.	Siddharth Talati	57,06,898	54.19%	39.54%
2.	Ashalata Raut	8,76,444	08.32%	6.07%
3.	Krishnojirao Nagaraja Rao	16,90,000	16.05%	11.71%
4.	Sucheta Talati	4,48,434	4.26%	3.11%

INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

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

Interest in the property of Our Company

Except as stated in the heading titled “*Properties*” under the chapter titled “*Our Business*”, beginning on page no. 82 of this Draft Prospectus, none of our Directors have interest in any property acquired or proposed to be acquired of our Company or by our Company.

Interest in promotion of our Company

Except, as stated in the chapter titled “*Our Promoter and Promoter Group*” beginning from page 121 none of our Directors are interested in the promotion of our company as on the date of this Draft Prospectus.

Interest as Member of a Company or Firm

Except as stated in this chapter titled “*Our Management*”, the section titled “*Financial Information- Annexure XXIX of Restated Financial Statements*” and the chapter “*Our Business*” on page nos.107, 129 and 82 of this Draft Prospectus respectively, our Directors do not have any other interest in our business.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name of the Director	Date of Change	Reason for Change
Hajari Lal Saini	March 17, 2021	Appointed as Non-Executive Independent Director
Vijay Garg	March 17, 2021	Appointed as Non-Executive Independent Director
Siddharth Talati	March 17, 2021	Re-designation as Managing Director & Chairperson
Ashalata Raut	March 17, 2021	Appointed as Whole- time Director
Krishnojirao Nagaraja Rao	March 17, 2021	Appointed as Whole- time Director
Sucheta Talati	March 17, 2021	Appointed as Non-Executive Director
Shailesh Rajpure	January 31, 2021	Cessation
Sitanshi Parikh	October 01, 2019	Cessation

CORPORATE GOVERNANCE

In addition to the applicability of provisions of Companies Act, 2013 with respect to corporate governance, provisions of the SEBI (LODR) Regulations, 2015 have also been complied with, to the extent applicable to our Company.

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. We have complied with the requirements of the applicable regulations, including Regulations, in respect of Corporate Governance including constitution of the Board and its Committees. The Corporate Governance framework is based on an effective Independent Board, the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

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 Draft Prospectus, our Company has Six (6) Directors. Out of six (6) Directors, there is one (1) Chairperson & Managing Director two (2) Whole-time Director One (1) Non – Executive Director Two (2) Non - Executive Independent Directors.

The following committees have been constituted for compliance with Corporate Governance requirements:

- A. Audit Committee;
- B. Stakeholders Relationship Committee;
- C. Nomination and Remuneration Committee;

A. AUDIT COMMITTEE

Our Board has constituted the Audit Committee vide Board Resolution dated March 22, 2021 in accordance with the Section 177 of the Companies Act, 2013. The audit committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Vijay Garg	Non - Executive Independent Director	Chairman
Siddharth Talati	Chairperson & Managing Director	Member
Hajari Lal Saini	Non - Executive Independent Director	Member

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

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

- Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 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.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013

1. Changes, if any, in accounting policies and practices and reasons for the same.
 2. Major accounting entries involving estimates based on the exercise of judgment by management.
 3. Significant adjustments made in the financial statements arising out of audit findings.
 4. Compliance with listing and other legal requirements relating to financial statements.
 5. Disclosure of any related party transactions.
 6. Qualifications in the draft audit report.
- Reviewing, with the management, the half yearly financial statements before submission to the board for approval.
 - Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the 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.
 - Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 - Approval or any subsequent modification of transactions of the Company with related parties.
 - Scrutiny of inter-corporate loans and investments.
 - Valuation of undertakings or assets of the Company, wherever it is necessary;
 - Evaluation of internal financial controls and risk management systems;
 - Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditors any significant findings and follow up there on.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - To review the functioning of the Whistle Blower mechanism.

- Approval of appointment of 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.
- 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 Accounting Standard 18, 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:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise if it considers necessary.
5. The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The Audit Committee shall mandatorily review the following information:

- a. Management discussion and analysis of financial condition and results of operations;
- b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d. Internal audit reports relating to internal control weaknesses; and
- e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

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

The 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.

B. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Our Board has constituted the Stakeholders' Relationship Committee vide Board Resolution March 22, 2021 in accordance with Section 178 of the Companies Act, 2013. The Stakeholder's Relationship Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Sucheta Talati	Non-Executive Director	Chairman
Ashalata Raut	Whole-Time Director	Member
Hajari Lal Saini	Non - Executive Independent 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:

- Allotment and listing of our shares in future.
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- Reference to statutory and regulatory authorities regarding investor grievances;
- To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- To do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

Meeting of Stakeholder's Relationship Committee and Relevant Quorum

The quorum necessary for a meeting of the Stakeholder's Relationship Committee shall be two members or one third of the members, whichever is greater.

C. NOMINATION AND REMUNERATION COMMITTEE

Our Board has constituted the Nomination and Remuneration Committee vide Board Resolution March 22, 2021 in accordance with section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee comprises of:

Name of the Directors	Nature of Directorship	Designation in Committee
Vijay Garg	Non – Executive Independent Director	Chairman
Sucheta Talati	Non – Executive Director	Member
Hajari Lal Saini	Non – Executive Independent 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:

- 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;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- 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. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

Meeting of Nomination and Remuneration Committee and Relevant Quorum

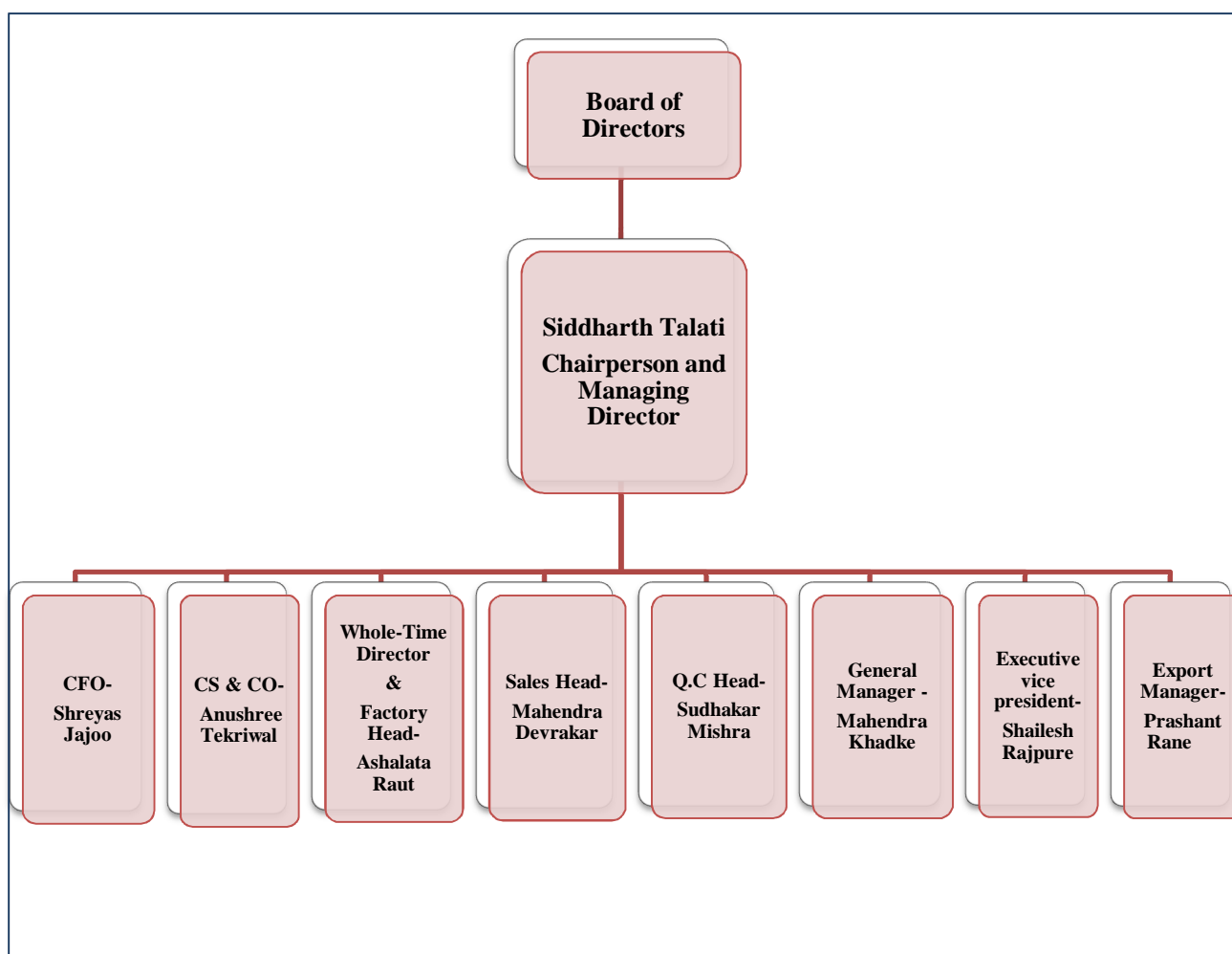
The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

Policy on Disclosures & Internal procedure for prevention of Insider Trading

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue.

Our Board is 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.

MANAGEMENT ORGANIZATION STRUCTURE



Terms & Abbreviations

- C.F.O. - Chief Financial Officer
- C.S & C.O. - Company Secretary and Compliance Officer
- Q.C Head - Quality Control Head

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:

Name of Employee	Designation	Date of Appointment	Compensation for last Financial Year (₹ in Lakhs)	Qualification	Name of Previous Employee(s)	Total Years of Experience
Shreyas Jajoo	Chief Financial Officer	March 17, 2021	Nil	<ul style="list-style-type: none"> • Bcom 	<ul style="list-style-type: none"> • Freelancer • Oasis Securities Limited • Baer Capital • Ikab Securities And Investment Limited 	14 Years
Anushree Tekriwal	Company Secretary and Compliance Officer	March 17, 2021	Nil	<ul style="list-style-type: none"> • Bcom (Hons) • ICSI 	<ul style="list-style-type: none"> • Scandent Imaging Limited • Soham Real Estate Development Company Private Limited • Anushree Agarwal and Associates • Visa Resources India Limited • Chhaparia and Associates • Websol Energy System Limited 	9 Years
Ashalata Raut ⁽¹⁾	Factory Head	March 01, 2021	₹ 33.50	<ul style="list-style-type: none"> • B.Sc (Biology) 	<ul style="list-style-type: none"> • Golden Surgical Dressings • Fibres Private Limited 	22 Years
Mahendra Deorukhkar	Sales Head	December 13, 2020	NIL	<ul style="list-style-type: none"> • Undergraduate 	<ul style="list-style-type: none"> • Biharlal Fashion • Wama International • Wings Apparels Private Limited. • Trade Wings Apparels Limited. • Oman Concrete Products Est. • Trans Freight Container Limited 	29 Years

Name of Employee	Designation	Date of Appointment	Compensation for last Financial Year (₹ in Lakhs)	Qualification	Name of Previous Employee(s)	Total Years of Experience
Sudhakar Mishra	Q.C Head	June 9, 2015	₹ 6.00	<ul style="list-style-type: none"> • M.Sc 	<ul style="list-style-type: none"> • Mercury Healthcare Private Limited • S.M.B. Corporation of India • Lok - Beta Pharmaceutical (India) Private Limited • Shreechem Pharmaceutical Pvt. Ltd • G. Loucatos & Co. • Aryl Pharmaceuticals 	24 Years
Mahendra Khadke	General Manager	November 16, 2019	₹ 2.31	<ul style="list-style-type: none"> • Diploma in Pharmacy • Bachelor of Pharmacy • Master of Business Administration 	<ul style="list-style-type: none"> • Divine Formulations Private Limited • Hindustan Laboratories • Adeshwar Medtix Private Limited • Prashi Pharmaceutical Private Limited, • Sapphire Life Sciences Private Limited, • Mardia Pharmaceuticals Private Limited • Bhagyalakshmi Laboratories Limited • Trukem Pharmaceutical (I) Private Limited • Makers Laboratories Limited. 	31 Years
Shailesh Rajpure	Executive vice-president	February 01, 2021	NIL	<ul style="list-style-type: none"> • B.Com 	<ul style="list-style-type: none"> • German Embassy • Social Worker 	11 years

Name of Employee	Designation	Date of Appointment	Compensation for last Financial Year (₹ in Lakhs)	Qualification	Name of Previous Employee(s)	Total Years of Experience
Prashant Rane ⁽²⁾	Export Manager	March 01, 2021	₹ 4.32	<ul style="list-style-type: none"> • B.com • Diploma in Import Export Management 	<ul style="list-style-type: none"> • Navjyot International Trading Private Limited • Galaxy Surfactants Limited. • Kopran Limited • Harish Exporter 	14 Years

⁽¹⁾ Ashalata Raut was appointed as Assistant Production Chemist while incorporation and was subsequently re-designated as Factory Head with effect from March 01, 2021.

⁽²⁾ Prashant Rane was appointed as Export Executive with effect July 7, 2015 and was subsequently re-designated as Export Manager with effect from March 01, 2021

Other Notes –

- Further, none of our KMPs is forming part of related parties as per the Accounting Standard 18. For details, please see the chapter titled “*Financial Information- Annexure XXIX of Restated Financial Statements*” on page no. 129 of this Draft Prospectus.

RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL

None of the aforementioned KMPs are related to each other.

SHAREHOLDING OF THE KEY MANAGEMENT PERSONNEL

None of our KMPs holds any shares of our Company as on the date of this Draft Prospectus except Ashalata Raut holds 8,76,444 Equity Shares. For further details please see chapter titled “*Capital Structure*” on page no. 50 of this Draft 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.

ARRANGEMENT OR UNDERSTANDING WITH MAJOR SHAREHOLDERS/ CUSTOMERS/ SUPPLIERS

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Managerial Personnel was selected as a member of our senior management.

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 makes 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 does not form part of their remuneration.

EMPLOYEE SHARE PURCHASE AND EMPLOYEE STOCK OPTION PLAN

Presently, we do not have ESOP/ESPS scheme for employees.

PAYMENT OR BENEFIT TO OUR KEY MANAGERIAL PERSONNEL

Except for the payment of salaries and yearly bonus, we do not provide any other benefits to our employees.

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

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


Name	Designation	Date of Appointment / Change in Designation	Reason
Anushree Tekriwal	Company Secretary and Compliance Officer	March 17, 2021	Appointment
Shreyas Jajoo	Chief Financial Officer	March 17, 2021	Appointment
Ashalata Raut	Factory Head	March 01, 2021	Re-designation
Mahendra Deorukhkar	Sales Head	December 13, 2020	Appointment
Mahendra Khadke	General Manager	November 16, 2019	Appointment
Shailesh Rajpure	Executive vice- president	February 01, 2021	Appointment
Prashant Rane	Export Manager	March 01, 2021	Re-designation

OUR PROMOTER AND PROMOTER GROUP

THE PROMOTER OF OUR COMPANY IS SIDDHARTH TALATI

As on the date of this Draft Prospectus, our Promoter holds 57,06,898 Equity Shares in aggregate, representing 54.19% of the issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of our Promoter's shareholding in our Company, please see "*Capital Structure – Shareholding of our Promoter*" beginning on page no. 50 of this Draft Prospectus.

The details of our Promoter are provided below:

Siddharth Talati	
	<p>Siddharth Talati, aged 77 years is the Promoter, Chairperson & Managing Director of our Company. He graduated with a Bachelor's degree in the field of Science from University of Bombay in the year 1966 and a Master's degree in Science from Auburn University, Alabama in 1968. He has undergone training in Leadership from Mcgrath Institute of Leadership in the year 1984. He was previously associated with Sandoz India Limited and Sandoz USA. Subsequent to which he was also associated with Continental Drug Store and Golden Surgical Dressing Private Limited. In the year 1997 he started with a Sole proprietary concern namely Adeshwar Meditex, which was subsequently taken over by Adeshwar Meditex Limited. He has around 51 years of rich experience in the field of Wound Care Industry. He is instrumental in making strategic decision for the growth of the Company.</p>
Date of Birth	May 09, 1943
Address	902, Pleasant Palace, 9 th Floor, 16, Narayan Dabholkar Road, Malabar Hill, Mumbai – 400 006, Maharashtra.
PAN	AAGPT8379M
Passport No.	T6655084
Driver's License No.	MH01 20080089215
Aadhaar Card No.	3799 1845 1668
Name of Bank	HDFC Bank Limited
Bank A/c No.	01431570001877
Other Interests	<ul style="list-style-type: none"> • CSP Health Care LLP • Siddharth Mulchand Talati (HUF)

For the complete profile of our Promoter educational qualifications, professional experience, position/posts held in the past, directorships held, special achievements and business and financial activities, see "*Our Management*" on page no. 107 of this Draft Prospectus.

Other Undertakings and Confirmations

We confirm that the Permanent Account Number, Bank Account Number, Passport Number of our Promoter have been submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.

Our Promoter and the members of our Promoter Group have confirmed that they have not been identified as willful defaulters by the RBI or any other governmental authority. No violations of securities laws have been committed by our Promoter or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoter 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 Promoter are or were associated as a promoter, 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

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Prospectus.

Experience of our Promoter in the Business of our Company

For details in relation to experience of our Promoter in the business of our Company, please refer the chapter “*Our Management*” beginning on page no. 107 of this Draft Prospectus.

Interest of Promoter

None of our Promoter / Directors have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by 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*”, “*Financial Information*” and “*Our Management*” beginning on page nos. 50, 129 and 107 of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

Interest of Promoter in the Promotion of our Company

Our Company is currently promoted by the promoter in order to carry on its present business. Our Promoter is interested in our Company to the extent of their shareholding and directorship in our Company and the dividend declared, if any, by our Company.

Interest of Promoter in the Property of our Company

Our Promoter has confirmed that he does not have any interest in any property acquired by our Company within three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company as on the date of this Draft Prospectus except as mentioned under the section “*Our Business -Properties*” and “*Financial Information- Annexure XXIX of Restated Financial Statements*” on page nos. 82 and 129 respectively, of this Draft Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” on page no. 82 of this Draft Prospectus our Promoter does not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

Related Party Transactions

Except as stated in the “*Financial Information- Annexure XXIX of Restated Financial Statements*” on page no. 129 of this Draft Prospectus, our Company has not entered into related party transactions with our Promoter.

Common Pursuits of Promoter and Promoter Group Company

VBPL and MBPL have been authorised by its Memorandum of Associations to undertake activities which is similar to that of our Company. Further, currently we do not have any non-compete agreement/arrangement with our Group Company. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

Payment of Amounts or Benefits to the Promoter or Promoter Group During the last two years

Except as stated in the Section titled “*Financial Information- Annexure XXIX of Restated Financial Statements*” on page no. 129 of this Draft Prospectus, there has been no payment of benefits to our Promoter or Promoter Group during the two years preceding the date of this Draft Prospectus.

Material Guarantees

Except as stated in the “*Financial Indebtedness*” and “*Financial Information*” beginning on page nos. 164 and 129 of this Draft Prospectus respectively, our Promoter has not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Prospectus.

Our Promoter Group

Apart from our Promoter, as per Regulation 2(1)(pp) of the SEBI (ICDR) Regulation, 2018, 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, 2018, the following individuals form part of our Promoter Group:

Name of the Promoter	Name of Relative	Relationship with the Promoter
Siddharth Talati	Late Mulchand Talati	Father
	Late Vallabh Talati	Mother
	Sucheta Talati	Spouse
	Sitanshi Parikh	Daughter
	Late Chaitanya Talati	Brother(s)
	Shrenik Talati	
	Late Nirupama Shah	Sister(s)
	Late Suvarna Sanghvi	
	Late Purnima Kapadia	
	Late Kantilal Kapadia	Spouse's Father
	Late Shantaben Kapadia	Spouse's Mother
	Late Dilip Kapadia	Spouse's Brother(s)
	Manish Kapadia	
	Paresh Kapadia	
	Meenakshi Shah	Spouse's Sister(s)
Late Rita Choksi		

B. Companies / Corporate Entities Forming Part of the Promoter Group

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, 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.	Synage Software Private Limited
2.	Siddharth Mulchand Talati (HUF)
3.	CSP Health Care LLP
4.	Vitrag Biofabs Private Limited
5.	Moksha Biosurgicals Private Limited

Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Draft Prospectus, please see the chapter titled "Capital Structure – Notes to Capital Structure" beginning on page no. 50 of this Draft Prospectus.

Companies with which the Promoter has disassociated in the last three years

Except as disclosed below, our Promoter have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Prospectus.

Sr. No.	Name of Promoter	Name of Entity	Reason for disassociation	Date of dissociation
1.	Siddharth Talati	Mediearth Lifecare Private Limited	Resignation as director and cessation of interest in the company	June 15, 2020

Outstanding Litigation

There is no outstanding litigation against our Promoter except as disclosed in the section titled “*Risk Factors*” and chapter titled “*Outstanding Litigation and Material Developments*” beginning on page nos. 18 and 167 of this Draft Prospectus.

OUR GROUP COMPANY

The definition of ‘Group Companies’ as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board.

In terms of the SEBI ICDR Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated March 17, 2021, our Group Companies includes:

Those companies disclosed as related parties in accordance with Accounting Standard (“AS 18”) issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last three financial years.

Provided, companies which have been disclosed as related parties in the Restated Financial Statements of our Company for the last three financial years, and which are no longer associated with our Company have not been disclosed as Group Companies.

Accordingly, Moksha Biosurgical Private Limited and Vitrag Biofabs Private Limited is identified as our Group Company.

The details of our Group Company are provided below:

1. MOKSHA BIOSURGICAL PRIVATE LIMITED (MBPL)

Corporate Information

Moksha Biosurgical Private Limited was incorporated on a May 31, 2006 under the Companies Act, 1956 as a Private Limited Company, bearing Registration No. 162480. The CIN of MBPL is U29297MH2006PTC162480. The Registered Office is situated at 605, 6th Floor, Plot No - 99, Niranjan Building, Bhagwan Todi Bal Udyan Marg, Marine Drive Mumbai Mumbai City MH 400002.

Nature of business

To carry on in India and abroad the business of manufacturers, producers, refiners, processors, exporters, importers, distributors, traders, merchants, dealers, representatives, selling agents, buying agents, re-packers, buyers, sellers, wholesalers, retailers, suppliers, and stockiest of all kinds and varieties of surgical dressing, surgical plastics, cotton wool, x-ray, detectible thread, anti-bacterial and medicated tool dressings, infusion sets, surgical cap, surgical gloves, hospital implements & requisites, cloth blended I-pad, glove powder, face mask, surgical cap, surgical gloves, blood donor set, urine collection bag, sanitary orthopedic ribbons, plastics taps and cotton bandages, plaster of Paris and other material, relating surgical dressing, bandage powder, plastic adhesive tapes, swab and other medical disposables.

Financial Information

The financial results derived from the Audited Financial Statements for Fiscals 2020, 2019 and 2018 are set forth below:

(₹ in lakhs)

Particulars	As at March, 31		
	2020	2019	2018
Equity Capital	50.00	1.00	1.00
Reserves and Surplus	56.55	44.18	28.64
Net worth	106.55	45.18	29.64
Total Revenue (including other income)	1096.26	1528.01	588.09
Profit/ (Loss) after tax	12.37	15.55	6.99
Earnings per share (face value of ₹ 10 each)	123.71	155.45	69.93
Net asset value per share (₹)	21.31	45.18	296.35

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

2. VITRAG BIOFABS PRIVATE LIMITED (VBPL)

Corporate Information

Vitrag Biofabs Private Limited was incorporated on May 16, 2002 under the Companies Act, 1956 as a Private Limited Company, bearing Registration No.135903. The CIN of VBPL is U33110MH2002PTC135903. The Registered Office is situated at 605, 6th Floor, Plot No - 99, Niranjana Building, Bhagwan Todi Bal Udyan Marg, Marine Drive Mumbai Mumbai City MH 400002.

Nature of business

To carry on trade and business of manufacturing, producing, assembling, processing, buying, selling, importing, exporting, converting, designing, developing, displaying, repairing, maintaining, marketing, researching and to act as agent-broker; stockist, supplier, contractor, consultant, collaborator or otherwise deal in all types of surgical dressings, surgical plasters, cotton wool, X-ray detectable threads, anti-bacterial & medicated tulle dressings, infusion sets, surgical gloves, hospital implements & requisites, cloth bleached, eye pads, glove powder, face mask, surgical cap, surgical gloves, gelatine, sponge, sterile infusion set, scalp vein set, blood donor set, blood transfusion set, vasectomy kit, tubectomy kit, urine collection bag, polythene drape, first aid kit sanitary pads, napkins, bleached wadding, orthopaedic, gauze ribbon, elastic tapes and cotton crepe bandages, plaster of paris and other material relating surgical dressings, bandage and powder, plastic adhesive tapes and bandage, splints, orthopaedic stockinets, cash paddings, swabs, medical disposables and to deal in all types of automatic, semi-automatic, digital, electronic instruments, equipments, apparatus, machineries, tools their parts, fittings, components and accessories used in hospital & surgery.

Financial Information

The financial results derived from the Audited Financial Statements for Fiscals 2020, 2019 and 2018 are set forth below:

(₹ in lakhs)

Particulars	As at March, 31		
	2020	2019	2018
Equity Capital	1.00	1.00	1.00
Reserves and Surplus	14.85	11.19	9.03
Net worth	15.85	12.19	10.03
Total Revenue (including other income)	475.31	148.49	25.00
Profit/ (Loss) after tax	3.66	2.16	1.61
Earnings per share (face value of ₹ 10 each)	36.57	21.57	16.11
Net asset value per share (₹)	158.47	121.90	100.33

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

Material Litigations

There has been no material litigation arises in the group company, which may directly or indirectly affect our Company. For further details, please refer the chapter “Outstanding Litigation and Material Developments” on page no. 167 of this Draft Prospectus.

Group Companies which are sick industrial companies

None of our Group Companies has become a sick company under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985, as amended.

Group Companies under winding up/insolvency proceedings

None of our Group Companies are under winding up/insolvency proceedings.

Defunct Group Company

During the five years immediately preceding the date of the Draft Prospectus, our Group Companies has not remained defunct and no application has been made to the relevant registrar of companies for striking off the name of our Group Company(ies).

COMMON PURSUITS

VBPL and MBPL have been authorised by its Memorandum of Associations to undertake activities which is similar to that of our Company. Further, currently we do not have any non-compete agreement/arrangement with our Group Company. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

Related Party Transactions and Significance on the Financial Statements

For details, please refer to the chapter titled “*Financial Information- Annexure XXIX of Restated Financial Statements*” beginning on page no. 129 of this Draft Prospectus.

Business Interests or Other Interests

Except as disclosed in “*Financial Statements*” on page no. 129 of this Draft Prospectus, our Group Company has no business interest in our Company.

OTHER CONFIRMATIONS

Our Group Company does not have any securities listed on any Stock Exchange. Further, our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Prospectus.

Further, neither have any of the securities of our Company or our Group Company been refused listing by any stock exchange in India or abroad, nor has our Company or our Group Company failed to meet the listing requirements of any stock exchange in India or abroad.

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 in the last three Financial Years.

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. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the “record date” are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by Our Company.

SECTION VII- FINACIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

To,

**The Board of Directors,
Adeshwar Meditex Limited**
605, Flr 6th, Plot-99, Niranjan Bldg,
Bhagwan Todi Bal Udyan Marg
Marine Lines, Railway Station,
Marine Drive Mumbai-400002

Dear Sir/Ma'am,

1. We have examined the attached Restated Financial Statement along with the significant accounting policies and related notes of Adeshwar Meditex Limited (the 'Company') as at and for the period ended on December 31, 2020 and for the financial years ended on March 31, 2020, 2019 and 2018 annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Prospectus / Prospectus (being collectively referred as "Offer Document") in connection with its proposed Initial Public Offer ("IPO") on the SME Platform of the BSE Limited ("BSE").
2. The said Restated Financial Statements and other Financial Information have been prepared in accordance with the requirements of:
 - i) Section 26 of Part I of Chapter III to the Companies Act, 2013("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") issued by the Securities and Exchange Board of India ("SEBI") in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
 - iii) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Offer Document being issued by the Company for its proposed IPO of equity shares on SME Platform of the BSE Limited ("BSE"); and
 - iv) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").
3. We have examined the accompanied 'Restated Statement of Profit and Loss' (**Annexure – II**) for the nine months period ended December 31, 2020 and for the financial years ended on March 31, 2020, 2019 and 2018 and the 'Restated Statement of Assets and Liabilities' (**Annexure-I**) as on those dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts (**Annexure – IV & V**) thereon, which are the responsibility of the Company's management. The information has been extracted from the financial statements for the nine months period ended December 31, 2020 and the financial years ended on March 31, 2020, 2019 and 2018. The Financial Statements for the nine months period ended on December 31, 2020 and financial year ended March 31, 2020 and March 31, 2019 was audited by us, M/s. H. M. Shah & Co., Chartered Accountant, being the then Statutory Auditor of the Company for the respective period/ years, which are all approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting. The Financial Statements for the year ended March 31, 2018 was audited by Gotecha & Associates, Chartered Accountant, being the then Statutory Auditor of the Company, which are all approved by the Board of Directors as on that date and upon which we have placed our reliance while reporting.
4. In terms of Schedule VI (Part A) (11) (II) (i) of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of Adeshwar Meditex Limited, we, M/s. H. M. Shah & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.
5. Based on our examination, we further report that:

- a. The “Restated Summary Statement of Assets and Liabilities” as set out in **Annexure I** to this report, of the Company as at December 31, 2020 and March 31, 2020, 2019 and 2018 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.
- b. The “Restated Summary Statement of Profit and Loss” as set out in **Annexure II** to this report, of the Company for the period ended on December 31, 2020 and for the financial years ended on March 31, 2020 ,2019 and 2018 is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.
- c. The “Restated Summary Statement of Cash Flow” as set out in **Annexure III** to this report, of the Company for the period ended on December 31, 2020 and for the financial years ended on March 31, 2020, 2019 and 2018 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.
- d. The Restated Financial Statements have been made after incorporating adjustments for:
 - i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
 - ii. Prior period and other material amount in the respective financial years to which they relate.
 - iii. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.

Which are stated in the Notes to Accounts as set out in **Annexure V**:

- e. There were no qualifications in the Audit Reports issued by Statutory Auditor(s) for the financial period ended on December 31, 2020 and for the financial years ended on March 31, 2020, 2019 and 2018 which would require adjustments in this Restated Financial Statements of the Company.
6. At the request of the company, we have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

Annexure of Restated Financial Statements of the Company:-

- i. Statement of Share Capital, as restated (Annexure - VI)
- ii. Statement of Reserves & Surplus, as restated (Annexure - VII)
- iii. Statement of Long Term Borrowings, as restated (Annexure- VIII)
- iv. Statement of Other Long Term Liabilities, as restated (Annexure- IX)
- v. Statement of Long Term Provision, as restated (Annexure- X)
- vi. Statement of Short Term Borrowings, as restated (Annexure- XI)
- vii. Statement of Trade Payables, as restated (Annexure- XII)
- viii. Statement of Other Current Liabilities, as restated (Annexure- XIII)
- ix. Statement of Short Term Provisions, as restated (Annexure- XIV)
- x. Statement of Property, Plants & Equipments, as restated (Annexure- XV)
- xi. Statement of Non-current Investment, as restated (Annexure- XVI)
- xii. Statement of Deferred Tax Asset, as restated (Annexure- XVII)
- xiii. Statement of Long Term Loans and Advances, as restated (Annexure- XVIII)
- xiv. Statement of Other Non- Current Assets, as restated (Annexure - XIX)
- xv. Statement of Inventories, as restated (Annexure- XX)
- xvi. Statement of Trade Receivables, as restated (Annexure - XXI)
- xvii. Statement of Cash and Bank Balances, as restated (Annexure - XXII)
- xviii. Statement of Short Term Loans and advances, as restated (Annexure- XXIII)
- xix. Statement of Other Current Assets, as restated (Annexure - XXIV)
- xx. Statement of Revenue from Operations, as restated (Annexure – XXV)

- xxi. Statement of Other Income, as restated (Annexure – XXVI)
- xxii. Statement of Contingent Liabilities, as restated (Annexure XXVII)
- xxiii. Statement of Dividend Declared, as restated (Annexure XXVIII)
- xxiv. Statement of Related Party Transactions, as restated (Annexure – XXIX)
- xxv. Statement of Tax Shelter, as restated (Annexure XXX)

7. In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure I to XXX read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

8. This report should not 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 nor should this report be construed as a new opinion on any of the financial statements referred to therein.
9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
10. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For H. M. Shah & Co.,
Chartered Accountants
FRN: 109585W

Bharat Kumar
Partner
Membership No: 175787
Place: Mumbai
Date: March 26, 2021
UDIN: 21175787AAAACZ8590

Annexure I
STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
EQUITY AND LIABILITIES				
1.Shareholder's fund				
a) Share Capital	526.57	526.57	498.00	498.00
b) Reserves and surplus	1,493.72	1,354.79	1,081.84	856.74
Total Shareholder's Fund (1)	2,020.29	1,881.37	1,579.84	1,354.74
2. Non-Current liabilities				
a) Long term borrowings	670.20	610.10	499.77	54.70
b) Other long-term Liabilities	59.11	42.15	64.71	72.46
c) Long-term provisions	28.56	24.87	12.59	8.10
Total (2)	757.86	677.12	577.07	135.26
3.Current liabilities				
a) Short Term Borrowings	1,495.45	1,518.95	1,492.35	1,092.09
b) Trade Payables	2,038.97	1,271.06	684.93	599.29
c) Other Current liabilities	243.50	121.97	48.19	98.58
d) Short Term Provisions	4.24	10.18	4.33	1.43
Total (3)	3,782.16	2,922.16	2,229.80	1,791.38
TOTAL (1+2+3)	6,560.31	5,480.65	4,386.71	3,281.38
ASSETS				
1.Non - Current Assets				
a) Property, plant & equipment				
i.) Tangible assets	222.91	223.95	240.33	232.59
ii.) Intangible assets	1.61	2.29	2.02	2.70
b) Non Current Investment	7.80	8.00	4.20	2.00
c) Deferred Tax Asset	11.68	13.21	10.59	10.14
d) Long Term Loans and Advances	20.61	20.61	18.58	18.43
e) Other Non- current assets	183.95	215.14	180.11	134.12
Total (1)	448.56	483.20	455.83	399.98
2.Current Assets				
a) Inventories	2,411.85	1,448.54	1,347.31	845.80
b) Trade Receivables	2,998.83	2,787.37	1,963.59	1,745.00
c) Cash and Bank Balances	224.07	172.74	138.51	133.92
d) Short Term Loans & Advances	436.03	563.18	457.27	120.29
e) Other current assets	40.97	25.63	24.20	36.39
Total (2)	6,111.76	4,997.46	3,930.88	2,881.40
TOTAL (1+2)	6,560.31	5,480.65	4,386.71	3,281.38

Annexure II
STATEMENT OF PROFIT AND LOSS, AS RESTATED

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
INCOME:				
Revenue from operations	5,178.83	5,611.61	5,292.16	5,860.07
Other Income	29.83	27.65	181.77	9.61
Total Income	5,208.66	5,639.26	5,473.93	5,869.67
EXPENSES:				
Purchase of stock-in trade	4,233.45	4,517.36	4,482.17	4,793.56
Change in inventory	81.55	(86.20)	(114.76)	(2.29)
Employee benefit expenses	129.74	238.44	226.17	186.87
Finance costs	164.52	251.91	222.93	166.47
Depreciation & Amortization expense	25.67	34.49	35.24	36.59
Other Expenses	380.77	402.38	310.41	330.02
Total expenses	5,015.71	5,358.39	5,162.16	5,511.21
Profit before Prior period item, exceptional item, extraordinary items and tax	192.95	280.87	311.77	358.46
Prior period items	-	-	-	-
Profit before exceptional item, extraordinary items and tax	192.95	280.87	311.77	358.46
Exceptional items	-	-	-	-
Profit before extraordinary items and tax	192.95	280.87	311.77	358.46
<u>Extraordinary items</u>				
Gain/ (Loss) on sale of Investment	0.10	-	0.38	(0.05)
Net Profit/(Loss) before tax	193.05	280.87	312.15	358.41
Less: Tax expense				
Current tax	52.60	82.00	87.50	105.00
Deferred tax (assets)/ liabilities	1.53	(2.62)	(0.45)	(2.66)
Total tax expense	54.13	79.38	87.05	102.34
Net profit / (loss) after tax	138.92	201.49	225.10	256.08

Annexure III
CASH FLOW STATEMENT, AS RESTATED

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Cash Flow From Operating Activities				
Net Profit before tax and after extra-ordinary items	193.05	280.87	312.15	358.41
Adjustments for items:				
Depreciation and amortisation expense	25.67	34.49	35.24	36.59
(Gain)/ Loss on sale of investment	(0.10)	-	(0.38)	0.05
Interest Income	(2.02)	(17.29)	(13.73)	(9.57)
Finance Cost	164.52	251.91	222.93	166.47
Operating Profit Before Working Capital Adjustments	381.13	549.99	556.21	551.95
Adjustment for Changes in Working Capital				
Trade and other payable	767.92	586.13	85.64	149.90
Other Long term liabilities	16.95	(22.55)	(7.75)	(26.33)
Long-term provisions	3.69	12.28	4.49	8.10
Short-term provisions	(5.94)	5.84	2.90	1.43
Other Current Liabilities	121.53	73.78	(50.39)	46.12
Trade and other Receivables	(211.46)	(823.78)	(218.59)	(382.89)
Long Term Loans & Advances	-	(2.03)	(0.15)	(3.48)
Short Term Loans & Advances	127.15	(105.91)	(336.97)	(25.74)
Other Non- current assets	31.19	(35.03)	(45.99)	(134.12)
Other Current Assets	(15.34)	(1.43)	12.18	(3.28)
Inventories	(963.32)	(101.23)	(501.51)	(193.59)
Cash Flow Generated from Operations	253.50	136.07	(499.92)	(11.92)
Taxes Paid	52.60	81.96	87.50	105.13
Net Cash flow from Operating activities (A)	200.90	54.11	(587.42)	(117.05)
Cash Flow From Investing Activities				
(Purchase)/Sale of Fixed Assets	(23.95)	(18.38)	(42.31)	(0.87)
Change in Non-Current investment	0.20	(3.80)	(2.20)	(2.00)
(Gain)/ Loss on sale of investment	0.10	-	0.38	(0.05)
Interest Received	2.02	17.29	13.73	9.57
Net Cash Flow from Investing Activities (B)	(21.64)	(4.90)	(30.39)	6.64
Cash Flow From Financing Activities				
Proceeds from/ (Repayment of) Borrowing	36.59	136.93	845.33	143.51
Proceeds from Share Capital	-	100.00	-	144.61
Finance cost	(164.52)	(251.91)	(222.93)	(166.47)
Net Cash Flow from Financing Activities (C)	(127.93)	(14.98)	622.41	121.65
Net Cash Flow during the year (A + B + C)	51.33	34.23	4.59	11.25
Cash & Cash equivalent at the beginning of the year	172.74	138.50	133.92	122.67
Cash & Cash Equivalent at the end of the year	224.07	172.74	138.50	133.92

Cash & Bank Balances comprises of:

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Cash and Cash Equivalents				
Cash in hand	11.93	3.90	4.45	4.00
Balance with Banks	6.81	7.13	7.30	7.14
Other Bank Balances				
Fixed Deposit	205.33	161.71	126.75	122.78
Total	224.07	172.74	138.51	133.92

ANNEXURE IV

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

I. Corporate Information

Adeshwar Meditex Limited ('the Company'), was incorporated on April 02, 2007. The Company is established to carry on business of manufacturers and exporters of all forms of first aid kits, surgical dressing, surgical plastics and other medical disposables.

II. Significant Accounting Policies

1. Basis of Presentation of Financial Statements:

The Financial Statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention (except in case of assets for which provision for impairment is made), on the accrual basis of accounting and complying with the provisions of the Companies Act, 2013. Accounting policies not specifically referred to otherwise, are in consonance with accounting principles generally accepted in India and Accounting Standards issued by The Institute of Chartered Accountants of India (ICAI) to the extent applicable. The accounting policies adopted in preparation of financial statements are consistent with those of previous year.

2. Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although, these estimates are based upon management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amount of assets & liabilities in future period.

3. Inventories:

- i. Raw materials are stated at their Historical Costs (Net of GST available for set-off) applying the First in First out (FIFO) or the net realisable value whichever is lower.
- ii. Packing materials are stated at their Historical Costs (Net of GST available for set-off) applying the First in First out (FIFO) or the net realisable value whichever is lower.
- iii. Finished Goods are stated at Cost or Market Value whichever is lower.
- iv. Cost includes materials, labour, expenses directly & indirectly including depreciation attributable to production.

Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition

4. Cash Flow Statement:

The company reports cash flow from operating activities using Indirect Method, whereby net profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows. Cash & cash equivalents for the purpose of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of 3 months or less.

5. Revenue Recognition:

The Company recognizes revenue from sales as and when the transfer of ownership of the goods to the buyer takes place. Thus, domestic sales are recognised on raising of the Sales invoices and subsequent dispatch of goods to the customer, invoicing being the conclusive event. These sales are accounted exclusive of GST.

Export sales are recognised on the basis of dates of Bill of Lading and Airway Bill on CIF basis.

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included under the head 'Other income' in the statement of profit and loss.

Dividend income is recognised when the right to receive payment is established

Export Incentives

Duty Entitlement Pass Book Scheme, Focus Market Scheme and Duty Drawback under EXIM policy/ Foreign Trade Policy are accounted for in the year of export. Profit/Loss on sale of DEPB/Import licenses is accounted in the year of such sale.

6. Cash and Bank Balances:

Cash and bank balances comprises of two sub-headings, viz., "Cash and cash equivalents" and "Other bank balances." Cash and Cash equivalents constitutes items defined in accordance with AS 3. Cash is defined to include cash on hand and demand deposits with banks. Cash Equivalents are defined as short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. Other bank balances would comprise of items such as balances with banks to the extent of held as margin money or security against borrowings etc., and bank deposits with more than three months maturity.

7. Property Plant and Equipment:

Tangible Assets

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the Management. The Company depreciates property, plant and equipment over their estimated useful lives using the written down value method, considering a salvage value of 5%. The estimated useful lives of assets are as follows:

Asset	Estimated useful life
Plant & equipment	15 years
Office equipment	5 years
Computers and Computer peripherals	3 years
Furniture and fixture	10 years

Depreciation methods, useful lives and residual values are reviewed periodically, including at each financial year end. Subsequent expenditures relating to property, plant and equipment are capitalised only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in net profit in the Statement of Profit and Loss when incurred. Depreciation is charged from the time asset is available for use. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss.

Intangible assets

The cost of an intangible asset comprises its purchase price, including any other taxes (other than those subsequently recoverable by the enterprise from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use. Directly attributable expenditure includes professional fees for legal services. Any trade discounts and rebates are deducted in arriving at the cost.

8. Depreciation and Amortization

Depreciation on property, plant & equipment is provided on pro-rata basis for the period of use, on Written down value at the rates determined based on useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013

9. Foreign Currency Transactions

- i. The transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction.
- ii. Assets and Liabilities in Foreign currency outstanding at the Balance Sheet date are translated at the exchange rates
- iii. The resulting Exchange Difference, if any, is charged to the Profit & Loss Account

10. Employee Benefits

i. Defined Contribution Plan

The Company's monthly contribution towards Provident Fund and Labour Welfare Fund are accounted for on accrual basis.

ii. Defined Benefit Plan

Liabilities on account of Gratuity are accounted for on the basis of contribution made to the trust for the premium charged by the Life Insurance Corporation of India, based on the Actuarial Valuation statement and the same was charged to the profit & Loss.

Other Short Term Employee Benefits are charged to revenue in the year in which the related services are rendered.

The company accounts for salaries on accrual basis. The Company's provident fund schemes are defined contribution plan covering eligible employees. The Company and the eligible employees make a monthly contribution to the provident fund. The contributions to the provident fund are charged to the statement of profit and loss for the year when the contributions are due

11. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

Borrowing Costs

Borrowing costs that are attributable to the acquisition, construction or productions of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

12. Research and development:

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of machines are also charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

13. Earnings per Share:

Basic Earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

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.

14. Accounting for Taxes:

Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961. As required by "Accounting Standard 22 - Accounting for Taxes on Income", the company has provided for Deferred Taxes. The tax effect of timing differences originating and reversing during the year has been reflected in the current year's Profit & Loss Ac.

15. Provisions, Contingent Liabilities & Contingent Assets:

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation and in respect of which a reliable estimate can be made. Provision is not discounted and is determined based on best estimate required to settle the obligation at the year-end date. Contingent Assets are not recognised or disclosed in the financial statements.

Annexure V

NOTES TO ACCOUNTS

1. Directors Remuneration

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Directors Remuneration	70.40	112.50	107.50	99.49

2. Remuneration to Auditors

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Statutory Audit Fees	0.50	1.00	0.80	0.50
For Taxation Matters	-	-	-	0.30
Total	0.50	1.00	0.80	0.80

3. Deferred Tax

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Deferred tax liabilities/(assets) arising on account of timing difference in:				
Opening Balance	(13.21)	(10.59)	(10.14)	(7.48)
Depreciation	2.57	0.65	0.37	(0.26)
Gratuity	(1.04)	(3.27)	(0.82)	(2.41)
Closing Balance	(11.68)	(13.21)	(10.59)	(10.14)

4. Information regarding Foreign Exchange earnings and expenditure

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Expenditure in Foreign Currency (Travelling)	-	3.34	-	5.05
Earnings in foreign Currency: Export of goods	566.45	393.23	583.75	246.01
Net Gain or loss in foreign currency transaction	18.77	5.97	10.70	(7.86)

- There are no dues as required to be disclosed U/S 22 of the Micro, Small & Medium Enterprises Development Act, 2006 in the financials for period ending December 31, 2020 and year ending March 31, 2020, 2019 and 2018.
- The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
- There is no Auditor's Qualification in any of the audited Financial Statements as at and for the period ended December 31, 2020 and for the financial years ended on March 31, 2020, 2019 and 2018.

ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

Adjustments having impact on profit

Changes in profit after tax due to change in depreciation, gratuity and its effect on deferred tax has been restated for the period ending December 31, 2020 and financial years ending March 31, 2020, 2019 and 2018.

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Profit and loss as per audited financial statement	129.80	211.56	226.04	254.03
Add/ (Less): Depreciation	2.22	(0.93)	(0.61)	(0.68)
Add/ (Less): Fixed asset	0.03			
Add/ (Less): Tax expense			0.50	(0.37)
Add/ (Less): Gratuity expense	12.13	(8.77)	(2.18)	(1.18)
Deferred Tax	(5.27)	(0.37)	1.36	4.28
Profit and loss as per restated financial statement	138.92	201.49	225.10	256.08

Changes in Reserves and Surplus due to impact on profit after tax as detailed in the above table has been restated for the period ending December 31, 2020 and financial years ending March 31, 2020, 2019 and 2018.

(₹ in lakhs)

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Reserves & Surplus as per audited financial statement	1,493.72	1,363.92	1,080.90	854.85
Add/ (Less): Difference in Opening Reserves	(9.12)	0.94	1.89	(0.03)
Add/ (Less): Impact on Profit and Loss A/c	9.12	(10.07)	(0.94)	1.92
Reserves & Surplus as per restated financial statement	1,493.72	1,354.80	1,081.84	856.74

Adjustments not having impact on profit

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

Annexure VI
STATEMENT OF SHARE CAPITAL, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Authorised Share Capital :				
100,00,000 Equity Shares of ₹ 10 each	1,000.00	1,000.00	-	-
50,00,000 Equity Shares of ₹ 10 each	-	-	500.00	500.00
Total	1,000.00	1,000.00	500.00	500.00
Issued Subscribed and Paid Up Capital:				
52,65,713 Equity Shares of ₹ 10 each fully paid up	526.57	526.57	-	-
49,79,999 Equity Shares of ₹ 10 each fully paid up	-	-	498.00	498.00
Total	526.57	526.57	498.00	498.00

Reconciliation of number of shares outstanding:

Particulars	Period ended Dec 31, 2020	Year ended March 31,		
		2020	2019	2018
Equity Shares at the beginning of the year/ period	52,65,713	49,79,999	49,79,999	42,22,666
Issued during the year/ period	-	2,85,714	-	7,57,333
Shares outstanding at the end of the year/ period	52,65,713	52,65,713	49,79,999	49,79,999

Details of Shareholders holding more than 5% shares

Name of Shareholder	As at Dec 31, 2020		As at March 31,					
	No. of Shares held	% of Holding	2020		2019		2018	
			No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
<i>Equity Shareholder</i>								
Siddharth Talati	28,53,449	54.19%	28,53,449	54.19%	19,75,575	39.67%	19,75,575	39.67%
Sitanshi Parikh			-	-	4,84,875	9.74%	4,84,875	9.74%
Sucheta Talati			-	-	8,62,217	17.31%	8,62,217	17.31%
Krishnojirao Nagaraja Rao	8,45,000	16.05%	8,45,000	16.05%	5,99,999	12.05%	5,99,999	12.05%
Ashalata Raut	4,38,222	8.32%	4,38,222	8.32%	4,38,222	8.80%	4,38,222	8.80%
Total	41,36,671	78.56%	41,36,671	78.56%	43,60,888	87.57%	43,60,888	87.57%

Terms, Rights, preferences and restrictions attached to shares:

Terms and rights attached to equity shares

(i) The company has issued only one class of equity share having a face value of ₹ 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

(ii) 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 the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

Annexure VII
STATEMENT OF RESERVES AND SURPLUS, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Securities Premium Account				
Opening Balance				
Add / (Less): Changes during the year	193.49	122.06	122.06	40.18
Add: Premium on shares issued during the period	-	71.43		81.88
Less: Utilized for bonus issue	-	-	-	-
Total (a)	193.49	193.49	122.06	122.06
Surplus				
Balance as at the beginning of the year	1,161.30	959.78	734.68	478.76
<u>Add/ (Less): Adjustments in opening balance</u>				
Excess Provision of income tax	-	0.04	-	(0.13)
Fixed Asset	-	-	-	(0.03)
<u>Add / (Less): Changes during the year</u>				
Add: Profit After Tax	138.92	201.49	225.10	256.08
Balance as at the end of the year (b)	1,300.23	1,161.30	959.78	734.68
Total (a+b)	1,493.72	1,354.79	1,081.84	856.74

Annexure VIII
STATEMENT OF LONG TERM BORROWINGS, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Secured Loans				
From Banks	250.72	-	-	2.61
From Financial Institutions	3.34	-	-	
Unsecured Loans				
Loan from Directors	266.03	429.33	374.71	-
Loan from Corporate entities	150.10	180.77	125.06	52.09
Total	670.20	610.10	499.77	54.70
Current Maturity to Long term debt	202.11	-	-	11.67

Note: For details of the Terms of Sanction and other details of outstanding loans please refer Financial Indebtedness.

Annexure IX
STATEMENT OF OTHER LONG TERM LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Deferred VAT Liability	59.11	42.15	64.71	72.46
Total	59.11	42.15	64.71	72.46

Annexure X
STATEMENT OF LONG TERM PROVISIONS, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Provision for Gratuity	28.56	24.87	12.59	8.10
Total	28.56	24.87	12.59	8.10

Annexure XI
STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Secured Loan				
From Banks	1,495.45	1,518.95	1,492.35	1,091.32
Unsecured Loans				
From Related Parties	-	-	-	0.77
Total	1,495.45	1,518.95	1,492.35	1,092.09

Note: For details of the Terms of Sanction and other details of outstanding loans please refer Financial Indebtedness.

Annexure XII
STATEMENT OF TRADE PAYABLES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Unsecured, considered goods				
Dues to Micro, Small and Medium Enterprises	-	-	-	-
Dues to creditors other than Micro, Small and Medium Enterprises	2,038.97	1,271.06	684.93	599.29
Total	2,038.97	1,271.06	684.93	599.29

Annexure XIII
STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Current Maturities to Long Term Debt				
From Banks	162.11	-	-	11.67
From Financial Institutions	40.00	-	-	-
Advance from customers	8.57	-	11.84	9.09
Other Payables				
Deferred VAT Liability	5.60	22.55	18.78	14.16
Directors remuneration payable	1.26	0.85	-	-
Statutory Dues payable	25.96	98.57	17.57	63.66
Total	243.50	121.97	48.19	98.58

Annexure XIV
STATEMENT OF SHORT TERM PROVISIONS, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Provision for audit fees	1.75	1.00	-	0.80
Provision for expense	0.07	1.75	-	-
Provisions for Income Tax, TDS etc	0.12	5.45	3.30	-
Provision for gratuity	2.29	1.98	1.03	0.63
Total	4.24	10.18	4.33	1.43

Annexure XV
STATEMENT OF PROPERTY, PLANT & EQUIPMENTS, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
A. TANGIBLE ASSETS				
Land				
Opening Balance (Gross Block)	6.09	6.09	6.09	6.09
Addition during the year/ period	-	-	-	-
Closing Balance (Net Block)	6.09	6.09	6.09	6.09
Factory Building				
Opening Balance (Gross Block)	310.26	308.57	288.85	288.85
Addition during the year/ period	0.48	1.69	19.72	-
Reduction during the year/ period	-	-	-	-
Depreciation During the year/ period	(9.21)	(13.59)	14.67	14.43
Accumulated Depreciation	(188.94)	(179.73)	166.14	151.47
Closing Balance (Net Block)	121.80	130.53	142.43	137.38
Machinery				
Opening Balance (Gross Block)	289.16	276.57	261.94	261.94
Addition during the year/ period	22.35	12.59	14.63	-
Reduction during the year/ period	-	-	-	-
Depreciation during the year/ period	(12.47)	(14.79)	(15.57)	(16.95)
Accumulated Depreciation	(228.07)	(215.61)	(200.82)	(185.25)
Closing Balance (Net Block)	83.44	73.55	75.75	76.69
Furniture & Fixture				
Opening Balance (Gross Block)	51.42	51.38	49.64	49.64
Addition during the year/ period	-	0.04	1.74	-
Reduction during the year/ period	-	-	-	-
Depreciation During the year/ period	(0.81)	(1.44)	(1.72)	(1.93)
Accumulated Depreciation	(48.07)	(47.27)	(45.83)	(44.11)
Closing Balance (Net Block)	3.35	4.15	5.55	5.53
Computer and Printer				
Opening Balance (Gross Block)	15.49	12.62	12.62	12.26
Addition during the year/ period	0.48	2.87	-	0.36
Reduction during the year/ period	-	-	-	-
Depreciation During the year/ period	(0.87)	(1.02)	(0.25)	(0.43)
Accumulated Depreciation	(14.37)	(13.50)	(12.48)	(12.23)
Closing Balance (Net Block)	1.60	2.00	0.14	0.39
Electrical Installations				
Opening Balance (Gross Block)	21.62	21.62	15.40	15.40
Addition during the year/ period	0.15	-	6.22	-
Reduction during the year/ period	-	-	-	-
Depreciation During the year/ period	(1.45)	(2.60)	(2.08)	(2.06)
Accumulated Depreciation	(15.64)	(14.19)	(11.59)	(9.51)
Closing Balance (Net Block)	6.13	7.44	10.04	5.89
Lab Equipments				
Opening Balance (Gross Block)	1.47	1.47	1.47	1.47
Addition during the year/ period	-	-	-	-
Reduction during the year/ period	-	-	-	-
Depreciation During the year/ period	-	-	-	-
Accumulated Depreciation	1.47	1.47	1.47	1.47
Closing Balance (Net Block)	-	-	-	-

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Office Equipments				
Opening Balance (Gross Block)	2.88	2.87	2.87	2.36
Addition during the year/ period	0.49	0.01	-	0.51
Reduction during the year/ period	-	-	-	-
Depreciation During the year/ period	(0.18)	(0.16)	(0.28)	(0.12)
Accumulated Depreciation	(2.86)	(2.68)	(2.53)	(2.25)
Closing Balance (Net Block)	0.51	0.20	0.34	0.62
B. INTANGIBLE ASSETS				
Trademark				
Opening Balance (Gross Block)	4.55	3.37	3.37	3.37
Addition during the year/ period	-	1.18	-	-
Reduction during the year/ period	-	-	-	-
Depreciation During the year/ period	(0.68)	(0.91)	(0.67)	(0.67)
Accumulated Depreciation	(2.94)	(2.26)	(1.35)	(0.67)
Closing Balance (Net Block)	1.61	2.29	2.02	2.70
Total Tangible Assets (Gross Block)	722.34	698.39	681.19	638.88
Total Intangible Assets (Gross Block)	4.55	4.55	3.37	3.37
Accumulated Depreciation- Tangible Assets	2.94	2.26	1.35	0.67
Accumulated Depreciation- Intangible Assets	499.43	474.44	440.86	406.29
Net Tangible Asset (Net Block)	222.91	223.95	240.33	232.59
Net Intangible Asset (Net Block)	1.61	2.29	2.02	2.70

Annexure XVI
STATEMENT OF NON- CURRENT INVESTMENT, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Investment in Mutual Funds (Quoted)				
Mutual fund investment	7.80	8.00	4.20	2.00
Total	7.80	8.00	4.20	2.00
<i>Aggregate Market value of quoted investments</i>	<i>10.17</i>	<i>6.94</i>	<i>4.49</i>	<i>2.04</i>

Annexure XVII
STATEMENT OF DEFERRED TAX ASSET, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Op. Bal. of Deferred Tax Asset	13.21	10.59	10.14	7.48
Deferred Tax on Account of:				
Depreciation	2.57	0.65	0.37	(0.26)
Gratuity	(1.04)	(3.27)	(0.82)	(2.41)
Cl. Bal. of Deferred Tax Asset	11.68	13.21	10.59	10.14
DTA Effect in Profit & Loss a/c	1.53	(2.62)	(0.45)	(2.66)

Annexure XVIII
STATEMENT OF LONG TERM LOANS AND ADVANCES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Security Deposit	20.61	20.61	18.58	18.43
Total	20.61	20.61	18.58	18.43

Annexure XIX
STATEMENT OF OTHER NON CURRENT ASSETS, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Capital advance	16.02	16.02	16.02	11.00
Other Balances with Bank				
-Bank deposits with maturity of more than 12 months	167.93	199.12	164.09	123.12
Total	183.95	215.14	180.11	134.12

Annexure XX
STATEMENT OF INVENTORIES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Raw Materials	2,229.48	1,184.61	1,169.58	782.84
Finished Goods	182.37	263.92	177.73	62.97
Total	2,411.85	1,448.54	1,347.31	845.80

Annexure XXI
STATEMENT OF TRADE RECEIVABLES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
A. Outstanding (more than six months)				
a) Secured, Considered Good	-	-	-	-
b) Unsecured, Considered Good	119.64	111.53	130.56	46.68
c) Doubtful	-	-	-	-
Total (A)	119.64	111.53	130.56	46.68
B. Others (Less Than Six Months)				
a) Secured, Considered Good	-	-	-	-
b) Unsecured, Considered Good	2,879.19	2,675.84	1,833.03	1,698.31
c) Doubtful	-	-	-	-
Total (B)	2,879.19	2,675.84	1,833.03	1,698.31
Total (A + B)	2,998.83	2,787.37	1,963.59	1,745.00

Annexure XXII
STATEMENT OF CASH & BANK BALANCES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Cash & Cash Equivalents				
Cash-in-Hand	11.93	3.90	4.45	4.00
Bank Balance	6.81	7.13	7.30	7.14
Other Bank Balances				

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Fixed Deposits	205.33	161.71	126.75	122.78
Total	224.07	172.74	138.51	133.92

Annexure XXIII
STATEMENT OF SHORT TERM LOANS AND ADVANCES, AS RESTATED
(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Loans and advances to employees	3.39	3.03	2.39	5.56
Advance to suppliers	277.61	514.88	446.37	110.37
Prepaid expenses	0.76	4.21	6.16	3.90
Balance with Government Authorities	154.27	41.06	2.34	0.47
Total	436.03	563.18	457.27	120.29

Annexure XXIV
STATEMENT OF OTHER CURRENT ASSETS, AS RESTATED
(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Export Incentive Receivables	40.80	25.63	24.20	35.73
Miscellaneous Expenses	0.18	-	-	0.66
Total	40.97	25.63	24.20	36.39

Annexure XXV
STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED
(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Sale of Products				
From Manufactured products	4,668.73	3,992.23	2,477.91	2,289.92
From Traded products	490.60	1,602.94	2,806.57	3,562.25
Other Operating Revenue				
Export Incentives	19.49	16.43	7.69	7.90
Total	5,178.83	5,611.61	5,292.16	5,860.07
Sale of Products- based on market:				
Local sales	4,592.89	5,201.95	4,700.73	5,606.16
Export Sales	566.45	393.23	583.75	246.01

Annexure XXVI
STATEMENT OF OTHER INCOME, AS RESTATED
(₹ in Lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Interest Income	2.02	17.29	13.73	9.57
Other interest received	-	4.40	0.65	0.04
Sundry Balances Written off	-	-	156.69	-
Rebate and Discount	9.04	-	-	-
Foreign Exchange Gain	18.77	5.97	10.70	-
Total	29.83	27.65	181.77	9.61

Annexure XXVII
STATEMENT OF CONTINGENT LIABILITIES, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
Contingent Liabilities	-	-	-	-
Total	-	-	-	-

Annexure XXVIII
STATEMENT OF DIVIDEND DECLARED, AS RESTATED

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
On Equity Shares				
Fully Paid up Share Capital (₹ in lakhs)	526.57	526.57	498.00	498.00
Face Value (₹)	10.00	10.00	10.00	10.00
Paid up value per share (₹)	10.00	10.00	10.00	10.00
Rate of Dividend	-	-	-	-
Total Dividend	-	-	-	-
Corporate Dividend tax on above	-	-	-	-

Annexure XXIX
STATEMENT OF RELATED PARTY TRANSACTIONS, AS RESTATED

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

(i) Key Managerial Personnel and their Relatives

For the period ended Dec 31, 2020	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
Siddharth Talati	Siddharth Talati	Siddharth Talati	Siddharth Talati
-	Sitanshi Parikh	Sitanshi Parikh	Sitanshi Parikh
Sucheta Talati	Sucheta Talati	Sucheta Talati	Sucheta Talati
Ashalata Raut	Ashalata Raut	Ashalata Raut	Ashalata Raut
Krishnojirao Nagaraja Rao	Krishnojirao Nagaraja Rao	Krishnojirao Nagaraja Rao	Krishnojirao Nagaraja Rao
Shailesh Rajpure	Shailesh Rajpure	Shailesh Rajpure	Shailesh Rajpure

(ii) Associates / Enterprises over which any person described in (i) is able to exercise significant influence Associates

For the period ended Dec 31, 2020	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2018
CSP Healthcare LLP	CSP Healthcare LLP	CSP Healthcare LLP	CSP Healthcare LLP
M/s Vitrag Biofabs Pvt Ltd.	M/s Vitrag Biofabs Pvt Ltd.	M/s Vitrag Biofabs Pvt Ltd.	M/s Vitrag Biofabs Pvt Ltd.
M/s Moksha Biosurgicals Pvt Ltd	M/s Moksha Biosurgicals Pvt Ltd	M/s Moksha Biosurgicals Pvt Ltd	M/s Moksha Biosurgicals Pvt Ltd
Siddharth M. Talati- HUF	Siddharth M. Talati- HUF	Siddharth M. Talati- HUF	Siddharth M. Talati- HUF
Mediearth Lifecare Pvt Ltd	Mediearth Lifecare Pvt Ltd	Mediearth Lifecare Pvt Ltd	Mediearth Lifecare Pvt Ltd
Om Enterprise	-	-	-

(iii) Particulars of Transactions with Related Parties

Key Management Personnel & their Relatives

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
1) Finance				
Loans Taken				
Opening Balance	429.33	374.71	-	-
Loan taken during the year	251.38	489.38	418.68	784.85
Interest	15.77	49.29	41.09	-
Loan repaid during the year	430.44	484.06	85.06	784.85
Outstanding at the end of the year	266.03	429.33	374.71	-
2) Expense				
Remuneration	70.40	112.50	107.50	99.49
Car Hire Charges	-	9.24	6.30	9.96
Office expense	-	0.26	-	-

Associates / Enterprises over which any person described in (i) is able to exercise significant influence Associates

(₹ in lakhs)

Particulars	As at Dec 31, 2020	As at March 31,		
		2020	2019	2018
1) Finance				
Loans Taken				
Opening Balance	-	-	0.77	-
Loan taken during the year		5.12	10.35	63.41
Loan repaid during the year		5.12	11.11	62.65
Outstanding at the end of the year	-	-	-	0.77
2) Expense				
Commission	-	10.77	-	-
Car Hire charges	18.21	-	-	-
3) Sales/ Purchase				
Purchase	2,226.83	924.27	207.02	232.64
Sales	216.11	1,808.97	1,459.57	379.80

Annexure XXX

STATEMENT OF TAX SHELTER, AS RESTATED

(₹ in Lakhs)

Particulars	As at Dec 31, 2020*	As at March 31,		
		2020	2019	2018
Tax Rates				
Income Tax Rate (%)	27.82%	27.82%	27.82%	27.55%
Minimum Alternate Tax Rate (%)	20.59%	20.59%	20.59%	20.39%
Income from Business or Profession				
Restated Profit before tax as per books (A)	193.05	280.87	312.15	358.41
Income considered separately				
Interest income	2.02	21.68	14.38	9.61
Total income considered separately (B)	2.02	21.68	14.38	9.61
Timing Differences				
Add : Book Depreciation	25.67	34.49	35.24	36.59
Less : Income Tax Depreciation Allowance	34.91	36.83	36.86	37.25
Add : Disallowable under Sec 40A	4.00	13.23	4.89	8.73

Particulars	As at Dec 31, 2020*	As at March 31,		
		2020	2019	2018
Total Timing Differences (C)	(5.24)	10.89	3.27	8.07
Permanent Differences				
Add : Disallowable under Sec 36	1.16	1.09	-	-
Add : Disallowable under Sec 37	-	6.00	-	-
Total Permanent Differences (D)	1.16	7.10	-	-
"Income from Business or Profession (E) = (A+B-C+D)"	186.95	277.18	301.04	356.87
Income from other sources				
Interest income	2.02	21.68	14.38	9.61
Total Income from other sources (F)	2.02	21.68	14.38	9.61
Deductions under Chapter VIA				
Deduction under 80G	-	-	-	-
Total Deductions under Chapter VIA (H)	-	-	-	-
Total Taxable income (E+F+G-H)	188.97	298.86	315.42	366.48
Income Tax on above	52.57	83.14	87.75	100.97
Less: TDS	1.06	3.62	4.87	4.22
Less: Advance Tax	55.00	70.00	77.50	99.50
Add: Interest Payable	-	1.58	0.40	2.74
Tax Payable	(3.49)	11.10	5.78	(0.01)
Book Profit for MAT	193.05	280.87	312.15	358.41
MAT on Book Profit	39.74	57.82	64.26	73.08
Tax paid as per normal or MAT	NORMAL	NORMAL	NORMAL	NORMAL
Tax Paid as per return		11.15	5.80	0.68
Difference		(0.05)	(0.02)	(0.69)

* Not annualised. Hence, Income tax return will be filed on annual basis.

Notes:

1. The aforesaid Statement of tax Shelters has been prepared as per the Restated Profit and Loss Account.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

There has been no change in the Accounting Policies in the last three (3) years.

CHANGES IN ACCOUNTING PERIOD

There has been no change in the accounting period of the Company.

OTHER FINANCIAL INFORMATION

STATEMENT OF ACCOUNTING RATIOS, AS RESTATED

(₹ in lakhs)

Particulars	For period ended Dec 31, 2020*	For the year ended March 31,		
		2020	2019	2018
Restated Net Profit as per P&L Account	138.92	201.49	225.10	256.08
Actual Number of Equity Shares outstanding at the end of the year/ period	52,65,713	52,65,713	49,79,999	49,79,999
Equivalent Weighted Average number of Equity Shares at the end of the year/ period ⁽¹⁾	1,05,31,426	1,00,67,726	99,59,998	86,47,405
Share Capital	526.57	526.57	498.00	498.00
Reserves & Surplus	1,493.72	1,354.79	1,081.84	856.74
Less: Miscellaneous Expense written off	-	-	-	-
Net Worth	2,020.29	1,881.37	1,579.84	1,354.74
Earnings Per Share (EPS)				
Basic and Diluted EPS (₹)	1.32	2.00	2.26	2.96
Return on Net worth (%)	6.88%	10.71%	14.25%	18.90%
Net Assets Value per Equity Share (₹) - based on actual no. of equity shares at the end of the year/ period	38.37	35.73	31.72	27.20
Net Asset Value Per Share (₹) - based on actual no. of equity shares with bonus effect at the end of the year/ period ⁽¹⁾	19.18	18.69	15.86	15.67
Nominal Value per Equity share (₹)	10.00	10.00	10.00	10.00

* Not Annualised

⁽¹⁾As on December 31, 2020; the Company's paid up equity capital consist of 52,65,713 fully paid up equity shares of face value of ₹ 10/- each. Our Company has after December 31, 2020 allotted an aggregate of 52,65,713 equity shares of ₹ 10 each as bonus issue.

Notes to Accounting Ratios:

- 1) Formulas used for calculating above ratios are as under:
 - a) Basic EPS is being calculated by using the formula: (Net Profit after Tax / Equivalent Weighted Average No. of equity Shares outstanding during the year/ period)
 - b) Diluted EPS is being calculated by using the formula: (Net Profit after Tax / Diluted Equivalent Weighted Average No. of potential equity Shares outstanding during the year/ period)
 - c) Net worth = Equity Share Capital + Preference Capital + Reserves & Surplus (excluding Revaluation Reserves) – Miscellaneous Expenses not written off
 - d) Net Asset Value is being calculated by using the formula: (Restated Net Worth / Actual Number of Equity Shares at end of the year / period)
 - e) Return on Net worth (%) is being calculated by using the formula: (Restated Profit After Tax / Restated Networth) *100
- 2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.
- 3) The Calculation of Earnings Per Share (EPS) as disclosed in the Profit and Loss Account has been made in accordance with Accounting Standard (AS - 20) on Earnings Per Share issued by the Institute of Chartered Accountants of India.

- 4) The above Ratios have been computed on the basis of the Restated Financial Information for the respective year/period. .

The above statements should be read with the Notes to Restated Financial Statements.

For H. M. Shah & Co.,
Chartered Accountants
FRN: 109585W

Bharat Kumar
Partner
Membership No: 175787
Place: Mumbai
Date: March 26, 2021
UDIN: 21175787AAAADB2684

CAPITALISATION STATEMENT

To,
The Board of Directors,
Adeshwar Meditex Ltd
 605, Flr 6th, Plot-99, Niranjana Bldg,
 Bhagwan Todi Bal Udyan Marg
 Marine Lines, Railway station,
 Marine Drive Mumbai-400002

Sub: Proposed Public Issue of Adeshwar Meditex Limited.

Dear Sir,

We have prepared the Statement of Capitalization based on the information & documents provided and relied upon for the purpose of inclusion of the same in the Draft Prospectus/ Prospectus being issued by you. Statement of Capitalization is as under:

STATEMENT OF CAPITALIZATION, AS RESTATED

(₹ in lakhs)

Particular	Pre Issue		Post Issue
	As at Dec 31, 2020	As at March 26, 2021 ⁽¹⁾⁽²⁾	
Borrowings			
Long Term Debt (including current maturity of long term debt) (A)	872.30	872.30	672.30
Short Term Debt (B)	1,495.45	1,495.45	1,495.45
Total debts (C=A+B)	2,367.75	2,367.75	2,167.75
Shareholders' funds			
Equity share capital (D)	526.57	1,053.14	[•]
Reserve and surplus - as restated (E)	1,493.72	967.14	[•]
Total shareholders' funds (F=D+E)	2,020.29	2,020.29	[•]
	-		
Long term debt / shareholders funds	0.43	0.43	[•]
Total debt / shareholders funds	1.17	1.17	[•]

The above has been computed on the basis of Restated Financials of the Company.

⁽¹⁾Post Dec 31, 2020, vide resolution dated January 25, 2021 the Company had allotted 52,65,713 Bonus Shares in the ratio of 2:1 i.e. 2 Shares for every 1 Share held, by way of capitalization of Free Reserves.

⁽²⁾Apart from Share Capital and share premium, if any under Reserves and Surplus, other figures are considered from the audited Financials as on December 31, 2020.

For H. M. Shah & Co.,
Chartered Accountants
 FRN: 109585W

Bharat Kumar
 Partner
Membership No: 175787
Place: Mumbai
Date: March 26, 2021
UDIN: 21175787AAAADE1641

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Draft Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" 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

Adeshwar Meditex Limited is an Indian company, engaged in the manufacturing of surgical dressings and external preparations products of Wound care & Wound management including sterile surgical wound dressing, tulle dressing, medical disposable, adhesive bandages, absorbent gauze, plaster, disinfectants, medical kits etc.

Mulchand Talati commenced the family business of surgical wound dressing business in 1951, as a proprietary concern in the name of ‘Adeshwar Meditex’ which was subsequently converted into our Company. Our business operations have been led by our Promoter and assisted by our experienced Key Managerial Personnel who have over 51 years of experience in the Wound care management industry cumulatively.

Our Company is an ISO 13485:2016 certified Company. We have our manufacturing facility situated at Deewan Industrial Estate, Palghar District. Our state-of-the-art manufacturing plant follows WHO-GMP, CE, ISO guidelines and we are backed by an advanced production facility, which is fitted with latest machinery and well organized and arranged sterilization facilities. We endeavor to maintain safety in our premises by adhering to key safety norms.

Our manufacturing facility also has sophisticated facilities for quality testing, research & development, storage and packaging. We have an in-house R&D facility for on-site process improvement and for bettering our present products offered as well as products under innovation and testing laboratory which ensures that our products are certified and any major defects in the products are identified on real time basis and rectified before the final dispatch.

We have dedicated teams actively involved in R&D and QC/ QA Lab activities. These functions have impeccably streamlined and thus assure swift production and post production processes and enable us to support our growth strategy by developing new products and processes which enhance our product range. The focus of our R&D has been to strive for continuous process improvements which will cater to the requirements of global patients from the point of view of effectiveness and safety besides achieving manufacturing cost efficiencies.

Our company has registered 18 trademarks in India. We cater to both, the domestic as well as international markets. It is noteworthy that our products are exported to several countries against tenders and promoted to private markets through Marketing Agents and Distributors. The following diagram depicts the breakup of revenue, percentage-wise for nine months period ending December 31, 2020 on the basis of Domestic Sales and Export Sale:



We have positioned ourselves as a multi-product and multi market player ensuring that our products include a diverse mix of sterile surgical wound dressing products and medical disposables. With our long standing operations and quality products, we have built a strong relationship with our customers. Our products are very well accepted by the medical

fraternity and are supplied all over India to Central and State Government Health Departments, Corporate Hospitals, Institutions, Nursing Homes and Retailing Chemists.

Significant Developments after December 31, 2020 that may affect our Future Results of Operations

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Prospectus which materially or adversely affect or is likely to affect the profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months.

RECENT DEVELOPMENT

Impact of COVID-19

In response to the COVID-19 outbreak, the governments of many countries, including India have taken preventive or protective actions, such as imposing country-wide lockdowns, restrictions on domestic and international travel and business operations and advising or requiring individuals to limit their time outside of their homes. The steps taken to counter the effects of the pandemic have resulted in a period of economic downturn and business disruption in India. The impacts from the severe disruptions caused by the effective shutdown of large segments of the global economy remain unknown and no prediction can be made of when any of the restrictions currently in place will be relaxed or expire, or whether or when further restrictions will be announced.

Because of a government mandated lockdown in India it has caused disruptions in the business in terms of shortage of manpower, delayed shipments, increased freight, rise in raw material costs, delay in sales realisations etc. As, we are engaged in the manufacturing of sanitizers, wound care, first-aid kits and personal protective equipment kits, our products were identified as essential goods and our operations were not shut down during this pandemic. The demand for PPE kits and sanitizers increased drastically during the pandemic which has a positive impact on our business. However, due to limited availability of logistics and supply chain constraints, we were impacted during the initial period of the lockdown. Though our business has been affected during the initial days of lockdown, we have not faced any material impact on the business of our Company. We continued our operations after making arrangements to meet the government's requirements on sanitization, people movement and social distancing. For further information, see "*Our Business*" on page 82 of this Draft Prospectus.

However, the outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could materially adversely affect overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our vendors and service providers, which could adversely affect our business, financial condition and results of operations. Also see "*Risk Factors*" on page 18 of this Draft Prospectus.

The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the corona virus and the actions taken globally to contain the corona virus or treat its impact, among others. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but there can be no assurance that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences, including downturns in business sentiment generally or in our sector in particular.

FACTORS AFFECTING OUR RESULT OF OPERATIONS

Except as otherwise stated in the Draft Prospectus and the Risk Factors given in the Draft Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others:

Availability of Look-alikes, Counterfeit wound care products

We are exposed to the risk that entities in India and elsewhere could pass off their products as ours by imitating our brand name, packaging material and attempting to create counterfeit wound care products, including spurious or pirated products. For example, certain entities could imitate our brand name, packaging material or attempt to create lookalike products. Similarly, we may be unable to protect our trade secrets, including product specifications, which if obtained by counterfeiters, could be used to create products that are substantially similar to ours. As a result, our market share could be reduced due to replacement of demand for our products and adversely affect our goodwill. The proliferation of counterfeit and pirated products, and the time and attention lost to defending claims and complaints about counterfeit

products could have an adverse effect on our goodwill and our business, prospects, results of operations and financial condition could suffer.

Changes in Technology

Modernization and technology up-gradation is essential for the products that we sell to our customers. Being technology driven enables us to gain a deep understanding of the market trends in the wound care industry. The landscape of the wound care industry continues to change in response to technological innovation and evolving consumer trends. New technology is changing the very definition of wound care industry. However if we are unable to respond to changes in technology and evolving industry trends, our businesses may not be able to compete effectively.

Substantial portion of our revenues has been dependent upon limited number of customers.

Consistent with the wound care industry practice, we do not have firm commitment supply agreements with most of our customers and instead rely on purchase orders to govern the volume and other terms of our sales of products. Revenue from our top 10 customers constituted 79.58% and 82.79% of our revenue from operations for period/ year ending December 31, 2020 and March 31, 2020 respectively. The loss of any significant client would have a material effect on our financial results.

Our ability to successfully implement its strategy and its growth and expansion plans

Our growth plans are considerable and would put significant demands on our management team and other resources. Any delay in implementation of our strategy and growth and expansion plans could impact our company's roll out schedules and cause cost and time over runs.

General economic and business conditions

As a Company with its complete operations in India, we are affected by general economic conditions in the country and in particular economic factors that affect pharmaceutical industry in India. India's gross domestic product, or GDP, has been and will continue to be of importance in determining our operating results and future growth.

RESULTS OF OUR OPERATIONS

(₹ in lakhs)

Particulars	For the period ended Dec 31,		For the year ended March 31,					
	2020	% of Total Income	2020	% of Total Income	2019	% of Total Income	2018	% of Total Income
INCOME:								
Revenue from Operations	5,178.83	99.43%	5,611.61	99.51%	5,292.16	96.68%	5,860.07	99.84%
Other Income	29.83	0.57%	27.65	0.49%	181.77	3.32%	9.61	0.16%
Total income	5,208.66	100.00%	5,639.26	100.00%	5,473.93	100.00%	5,869.67	100.00%
EXPENSES:								
Cost of Materials consumed	4,233.45	81.28%	4,517.36	80.11%	4,482.17	81.88%	4,793.56	81.67%
Change in inventories	81.55	1.57%	(86.20)	-1.53%	(114.76)	-2.10%	(2.29)	-0.04%
Employee Benefit Expenses	129.74	2.49%	238.44	4.23%	226.17	4.13%	186.87	3.18%
Financial Cost	164.52	3.16%	251.91	4.47%	222.93	4.07%	166.47	2.84%
Depreciation & Amortisation cost	25.67	0.49%	34.49	0.61%	35.24	0.64%	36.59	0.62%
Other Expenses	380.77	7.31%	402.38	7.14%	310.41	5.67%	330.02	5.62%
Total Expenses (B)	5,015.71	96.30%	5,358.39	95.02%	5,162.16	94.30%	5,511.21	93.89%
Profit before exceptional and extraordinary items and tax	192.95	3.70%	280.87	4.98%	311.77	5.70%	358.46	6.11%
Prior period items	-	-	-	-	-	-	-	-
Profit before exceptional item, extraordinary items and tax	192.95	3.70%	280.87	4.98%	311.77	5.70%	358.46	6.11%
Exceptional items	-	-	-	-	-	-	-	-
Profit before extraordinary items and tax	192.95	3.70%	280.87	4.98%	311.77	5.70%	358.46	6.11%
Less: Extraordinary items								
(Loss)/ gain on sale of Investment	0.10	0.00%	-	0.00%	0.38	0.01%	(0.05)	0.00%
Net Profit / (Loss) before Tax	193.05	3.71%	280.87	4.98%	312.15	5.70%	358.41	6.11%
Less: Tax expense								
(a) Current Tax	52.60	1.01%	82.00	1.50%	87.50	1.60%	105.00	1.79%
(b) Deferred Tax	1.53	0.03%	(2.62)	-0.05%	(0.45)	-0.01%	(2.66)	-0.05%
Total tax expense	54.13	1.04%	79.38	1.45%	87.05	1.59%	102.34	1.74%
Net Profit/(Loss) after tax	138.92	2.67%	201.49	3.57%	225.10	4.11%	256.08	4.36%

Main Components of our Profit and Loss Account

Income

Our total income comprises of revenue from operations and other income.

Revenue from Operations

Our revenue from operations as a percentage of total income was 99.43%, 99.51%, 96.68%, and 99.84% for the period ended December 31, 2020 and for the fiscals 2020, 2019 and 2018 respectively.

Other Income

Our other income mostly comprises of foreign exchange gain and interest income. Other income, as a percentage of total income was 0.57%, 0.49%, 3.32%, and 0.16% for the nine months period ended December 2020, and fiscal years, 2020, 2019 and 2018 respectively.

Expenditure

Our total expenditure primarily consists of Cost of Raw Materials consumed, change in inventories, Employee Benefit Expenses, finance cost, Depreciation Expenses, and other expenses.

Cost of Materials Consumed

Cost of raw materials includes purchase of raw materials like absorbent cotton, grey fabrics, bandage cloth, adhesive tape etc. for our manufacturing process.

Changes in inventories

Consists of changes in work-in-progress and finished products, if any.

Employee Benefit Expenses

Employee benefit expenses comprises of salaries, wages and bonus paid to employees, contribution to provident and other funds, staff welfare expenses and director's remuneration.

Depreciation and Amortization cost

Depreciation Expenses consist of depreciation on the Tangible assets of our company i.e. Computer, Furniture and Fixtures, Office Equipment, electrical installations and Intangible assets i.e. Trademarks.

Finance costs

Finance cost includes interest expenses on secured and unsecured loans availed from Banks/ Financial Institutions/ Directors etc. and other borrowing costs such as commission and charges by banks, Letter of Credit charges and other Bank charges.

Other Expenses

Other expenses include advertisement expenses, selling and marketing expenses, insurance, travelling expenses, printing and stationery, communication expenses, legal, professional and consultancy charges, brokerage and other miscellaneous expenses.

Provision for Tax

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

Review for the nine (9) months period ended December 31, 2020

Income

Our total income for the nine months period ended December 31, 2020 was ₹ 5,208.66 lakhs. In the mentioned period, the revenue earned from operations was 99.43% of the total income and other income was 0.57% of the total income.

Cost of Materials Consumed

The Cost of Materials Consumed for the period ending December 31, 2020 was ₹ 4,233.45 lakhs. As a proportion of our total income, it was 81.28 %.

Employee Benefit Expenses

Employee Benefit Expenses for the nine months period ended December 31, 2020 was ₹ 129.74 lakhs. As a proportion of our total income it was 2.49%.

Financial Cost

Financial Cost for the nine months period ended December 31, 2020 was ₹ 164.52 lakhs i.e. 3.16 % of the total income for the period

Depreciation

Depreciation for the nine months period ended December 31, 2020 was ₹ 25.67 lakhs. As a proportion of total income it was 0.49 %.

Other Expenses

Other Expenses for the nine months period ended December 31, 2020 was ₹ 380.77 lakhs. As a proportion of our total income it was 7.31%.

Extra-Ordinary items

As a percentage of our total income, gain on account of sale of investment amounted to ₹ 0.1 lakhs for the nine months period ended December 31, 2020.

Profit/ (Loss) before Tax

Profit before Tax for the nine months period ended December 31, 2020 was ₹ 193.05 lakhs. i.e. 3.71 % of our total income.

Tax Expenses

Our company's tax expenses for the nine months period ended December 31, 2020 was ₹ 54.13 lakhs consisting of deferred tax and current tax, which represented 1.04 % of the total income.

Profit/ (Loss) after Tax

Profit after Tax for the nine months period ended December 31, 2020 was ₹ 138.92 lakhs i.e. 2.67 % of our total income.

Fiscal 2020 compared with fiscal 2019

Income

In fiscal 2020, our total income increased by ₹ 165.33 lakhs or 3.02 %, from ₹ 5,473.93 lakhs in fiscal 2019 to ₹ 5,639.26 lakhs in fiscal 2020. The increase in the year 2020 was due to increase in the revenue from operations as compared to last year. The increase represents the steady growth of the sales and operations of our manufacturing unit.

Other income decreased by ₹ 154.11 lakhs or 84.79 %, from ₹ 181.77 lakhs in fiscal 2019 to ₹ 27.65 lakhs in fiscal 2020.

Cost of Materials Consumed

Cost of materials increased by ₹ 35.19 lakhs or 0.79 %, from ₹ 4,482.17 lakhs in Fiscal 2019 to ₹ 4,517.6 lakhs in Fiscal 2020, mainly due to increase in our revenue from operations in the financial year 2019-20.

Employee Benefit Expenses

Our staff cost increased by ₹ 12.27 lakhs or 5.43%, from ₹ 226.17 lakhs in fiscal 2019 to ₹ 238.44 lakhs in fiscal 2020. This increase was mainly due to increase in salaries and wages, directors' remuneration and welfare expenses as compared to last fiscal.

Financial Cost

Finance cost increased by ₹ 28.98 lakhs or 13.00 % from ₹ 222.93 lakhs in fiscal 2019 to ₹ 251.91 lakhs in fiscal 2020. The increase was due to increase in interest on various facilities availed from bank and due to interest on loans from Directors and other corporate entities.

Depreciation Expenses

Depreciation expenses decreased by ₹ 0.75 lakhs or 2.12 % from ₹ 35.24 lakhs in fiscal 2019 to ₹ 34.49 lakhs in fiscal 2020. This decrease was due to WDV effect on the existing assets.

Other Expenses

Other expenses increased by ₹ 91.97 lakhs or 29.63 % from ₹ 310.41 lakhs in fiscal 2019 to ₹ 402.38 lakhs in Fiscal 2020. The increase was majorly due to increase in certain expense like expenses towards business promotion, car hire charges, professional fees, discount allowed to customers etc.

Profit/ (Loss) before Tax

The increase in expenses has led to decrease in our Profit before tax by ₹ 30.90 lakhs or 9.91 % from ₹ 311.77 lakhs in fiscal 2019 to ₹ 280.87 lakhs in fiscal 2020.

Tax Expenses

The Company's tax expenses had decreased by ₹ 7.67 lakhs or 8.81 % from ₹ 87.05 lakhs in the Fiscal 2019 to ₹ 79.38 lakhs in Fiscal 2020 due to decrease in profit.

Profit/ (Loss) after Tax

After accounting for taxes at applicable rates, our Profit after Tax decreased by ₹ 23.61 lakhs or 10.49 %, from ₹ 225.10 lakhs in fiscal 2019 to ₹ 201.49 lakhs in fiscal 2020.

Fiscal 2019 compared with fiscal 2018

Income

In fiscal 2019, our total income decreased by ₹ 395.74 lakhs or 6.74 %, from ₹ 5,869.67 lakhs in fiscal 2018 to ₹ 5,473.93 lakhs in fiscal 2019. The decrease in the year 2019 was due to decrease in the revenue from operations as compared to last year.

Other income increased by ₹ 172.16 lakhs or 1791.92 %, from ₹ 9.61 lakhs in fiscal 2018 to ₹ 181.77 lakhs in fiscal 2019. The increase in the year 2019 was due to sundry balances written off, interest income and foreign exchange gains.

Cost of Materials Consumed

Cost of materials consumed decreased by ₹ 311.40 lakhs or 6.50 %, from ₹ 4,793.56 lakhs in Fiscal 2018 to ₹ 4,482.17 lakhs in Fiscal 2019. The decrease was due to higher volume of closing stock at the year end.

Employee Benefit Expenses

Our Employees benefit expenses increased by ₹ 39.30 lakhs or 21.03 %, from ₹ 186.87 lakhs in fiscal 2018 to ₹ 226.17 lakhs in fiscal 2019. This increase was mainly due to increase in Director Remuneration and employees Salaries and wages, and welfare expenses.

Financial Cost

Finance cost during the year increased by ₹ 56.46 lakhs or 33.92 %, from ₹ 166.47 lakhs in fiscal 2018 to ₹ 222.93 lakhs in fiscal 2019. The increase was due to increase in interest on funds availed from Bank and other unsecured loans availed from related parties.

Depreciation Expenses

Depreciation expenses decreased by ₹ 1.34 lakhs or 3.67 % from ₹ 36.59 lakhs in fiscal 2018 to ₹ 35.24 lakhs in fiscal 2019. This decrease was due to WDV effect on the existing assets.

Other Expenses

Other expenses decreased by ₹ 19.61 lakhs or 5.94 % from ₹ 330.02 lakhs in fiscal 2018 to ₹ 310.41 lakhs in fiscal 2019. The decrease was due to decrease in expenses towards repair and maintenance, clearing and forwarding, rent rates and taxes etc.

Profit/ (Loss) before Tax

The decrease in revenue from operations has led to decrease in our Profit before tax by ₹ 46.26 lakhs or 12.91 % from ₹ 358.41 lakhs in fiscal 2018 to ₹ 312.15 lakhs in fiscal 2019.

Tax Expenses

The Company's tax expenses had decreased by 15.28 lakhs or 14.93 % from ₹ 102.34 lakhs in the Fiscal 2018 to ₹ 87.05 lakhs in Fiscal 2019.

Profit/ (Loss) after Tax

After accounting for taxes at applicable rates, our Profit after Tax decreased by ₹ 30.98 lakhs or 12.10 % from ₹ 256.08 lakhs in fiscal 2018 to ₹ 225.10 lakhs in fiscal 2019.

Cash Flows

(₹in lakhs)

Particulars	For period ending Dec 31,2020	For the year ended March 31		
		2020	2019	2018
Net Cash from Operating Activities	200.90	54.11	(587.42)	(117.05)
Net Cash from Investing Activities	(21.64)	(4.90)	(30.39)	6.64
Net Cash used in Financing Activities	(127.93)	(14.98)	622.41	121.65
Net Increase / (Decrease) in Cash and Cash equivalents	51.33	34.23	4.59	11.25

Cash Flows from Operating Activities

Net cash from operating activities for the period ended December 31, 2020 was ₹ 200.90 lakhs as compared to the PBT of ₹ 193.05 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, other current and non- current liabilities, short term and long term loans & advances, provisions, inventories, other current and non- current assets etc.

Net cash from operating activities in fiscal 2020 was ₹ 54.11 lakhs as compared to the PBT of ₹ 280.87 lakhs for the same year. This difference is primarily on account of changes in trade receivables, trade payables, other current and non-current liabilities, short term and long term loans & advances, provisions, inventories, other current and non-current assets etc.

Net cash from operating activities in fiscal 2019 was negative ₹ 587.42 lakhs as compared to the PBT of ₹ 312.15 lakhs for the same year. This difference is primarily on account of changes in trade receivables, trade payables, other current and non-current liabilities, short term and long term loans & advances, provisions, inventories, other current and non-current assets etc.

Net cash from operating activities in fiscal 2018 was negative ₹ 117.05 lakhs as compared to the PBT of ₹ 358.41 lakhs for the same year. This difference is primarily on account of changes in trade receivables, trade payables, other current and non-current liabilities, short term and long term loans & advances, provisions, inventories, other current and non-current assets etc.

Cash Flows from Investment Activities

For the period ended December 31, 2020 the net cash invested in investing activities was negative ₹ 21.64 lakhs. This was majorly on account of purchase of fixed assets.

In fiscal 2020, the net cash invested in investing activities was negative ₹ 4.90 lakhs. This was majorly on account of purchase of fixed assets and sale of non-current investment.

In fiscal 2019, the net cash invested in Investing Activities was negative ₹ 30.39 lakhs. This was majorly on account of purchase of fixed assets and sale of non-current investment.

In fiscal 2018, the net cash invested in Investing Activities was ₹ 6.64 lakhs. This was majorly on account of interest being received.

Cash Flows from Financing Activities

Net cash from financing activities for the period ending December 31, 2020 was negative ₹ 127.93 lakhs. This was on account of finance cost.

Net cash from financing activities in fiscal 2020 was negative ₹ 14.98 lakhs. This was on account of finance cost offsetted to some extent by proceeds from borrowings and proceeds from share capital.

Net cash from financing activities in fiscal 2019 was ₹ 622.41 lakhs. This was on account of proceeds from borrowings.

Net cash from financing activities in fiscal 2018 was ₹ 121.65 lakhs. This was on account of proceeds from borrowings and proceeds from issue of share capital.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft 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.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations

Other than as described in the Section titled “*Financial Information*” and chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on page 129 and 154 respectively of this Draft Prospectus respectively, to our knowledge there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

3. 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 chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*” on page 18 and 154 respectively of this Draft Prospectus respectively, best 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.

4. Future relationship between Costs and Income

Other than as described in the chapter titled “*Risk Factors*” on page 18 of this Draft Prospectus, best 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.

5. The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new services or increased prices

Increases in revenues are by and large linked to increase in volume of business activity thereby, serving more customers.

6. Status of any publicly announced new services or business segments

Please refer to the chapter titled “*Our Business*” on page 82 of this Draft Prospectus.

7. The extent to which the business is seasonal.

Our business is not seasonal in nature.

8. Any significant dependence on a single or few suppliers or customers

The revenues from our top 5 and top 10 customers constituted approximately 68.80 % and 82.79% respectively for Fiscal 2020. For period ending December 31, 2020, the revenue from our top 5 and top 10 customers constituted approximately 57.12 % and 79.58 % respectively of the revenue from operations. For further details, please refer chapter “*Our Business*” on page 82 of this Draft Prospectus.

9. Competition Conditions

Our Company faces stiff competition from domestic as well as global market. Further, this industry is fragmented with many small and medium sized companies and entities which manufacture some of these products at various levels, which may adversely affect our business operation and financial condition. The basis of competition includes introduction of other manufacturers manufacturing products in direct competition with our products, market for the products and type of product such as new products, product range, price etc. Furthermore, we may not be able to differentiate our products from those of our competitors; to successfully develop or introduce new products on a timely basis or at all that are less costly than those of our competitors; or to offer customers payment and other commercial terms as favourable as those offered by our competitors. The markets in which we compete and intend to compete are undergoing, and are expected to continue to undergo, rapid and significant change. We expect competition to intensify as technological advances and consolidations continue. If our competitors gain significant market share at our expense, our business, results of operations and financial condition could be adversely affected.

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 December 31, 2020:

(₹ in lakhs)

Nature of Borrowing	Amount
Secured Borrowings	1,951.61
Unsecured Borrowings	416.13
Total ⁽¹⁾	2,367.75

⁽¹⁾ Includes ₹ 202.11 lakhs shown under Current Liabilities as 'Current Maturities of Long Term Debt'.

A. Details of Secured Loans

(₹ in lakhs)

Name of Lenders	Sanction Letter Date	Nature of the Facility	Amount Sanctioned	Amount outstanding as on Dec 31, 2020	Interest Rate and Security
UBI	April 4, 2020 ⁽¹⁾⁽²⁾	Cash Credit	1,500.00	1,495.45	Note 1
	May 5, 2020	Term Loan (CELC scheme)	150.00	133.33	Note 2
	June 29, 2020	Working capital Term Loan – (UGECL scheme)	279.50	279.50	Note 3
SIDBI	July 28, 2020	Term Loan	50.00	43.33	Note 4

⁽¹⁾ UBI Sanction Letter also includes other non –fund based facilities like Inland LC (DP/DA 90 days), amounting to ₹ 350.00 lakhs secured against; DP- Documents received under LC, DA-Hypothecation of goods received under LC & subsequent book debts created out of sale of such goods and pledge of term deposits for margin.

⁽²⁾ Further, there is one way inter-changeability of ₹ 100 lakhs from fund based limit to non fund based limit.

Interest Rate and Security Details

Particulars	Interest Rate	Security Details
Note 1	EBLR i.e. 8% + 3% =11.00 % p.a.	<p>Security</p> <ul style="list-style-type: none"> • Hypothecation of stock and book debts <p>Collateral securities</p> <ul style="list-style-type: none"> • Land and building of factory at 17& 18, Dewan & Sons, Udyog Nagar, Palghar (West), 30753.71 sq.ft. • Plant & machinery, 17& 18, Dewan & Sons, Udyog Nagar, Palghar (West),(Exclusive charge of UBI) • FDRs/DCR- ₹ 130.18 lacs • Shed No. A1-1 in Swadesh Industrial complex admeasuring 4500 sq.ft. Built up area constructed on piece and parcel of N.A. land bearing survey No. 358,370,418,425, Situate lying and being village Kondale, Taluka Wada, District Thane within limit of Grampanchayat Kondale in the name of Vitrag Biofabs Pvt Ltd. • Plot No. 27, Dewan & Sons, Udyog Nagar, Chintupada Road, Opposite HDIL Buildcon, Mahim Village, Dist. Palghar: 401404 in the name of Moksha Biosurgicals Pvt Ltd. <p>Personal Guarantee:</p> <ul style="list-style-type: none"> • Shri Siddharth Mulchand Talati • Smt. Sucheta Siddharth Talati • Ms. Sitanshi Sahil Parikh <p>Corporate Guarantee</p> <ul style="list-style-type: none"> • M/s Vitrag Biofabs Pvt. Ltd. • M/s Moksha Biosurgicals Pvt. Ltd.
Note 2	8.00 % p.a.	Security

Particulars	Interest Rate	Security Details
		<ul style="list-style-type: none"> • Hypothecation of stock and book debts <p>Collateral securities</p> <ul style="list-style-type: none"> • Land and building of factory at 17& 18, Dewan & Sons, Udyog Nagar, Palghar (West), 30753.71 sq.ft. • Plant & machinery, 17& 18, Dewan & Sons, Udyog Nagar, Palghar (West),(Exclusive charge of UBI) • FDRs/DCR- ₹ 130.18 lacs • Shed No. A1-1 in Swadesh Industrial complex admeasuring 4500 sq.ft. Built up area constructed on piece and parcel of N.A. land bearing survey No. 358,370,418,425, Situate lying and being village Kondale, Taluka Wada, District Thane within limit of Grampanchayat Kondale in the name of Vitrag Biofabs Pvt Ltd. • Plot No. 27, Dewan & Sons, Udyog Nagar, Chintupada Road, Opposite HDIL Buildcon, Mahim Village, Dist. Palghar: 401404 in the name of Moksha Biosurgicals Pvt Ltd. <p>Personal Guarantee:</p> <ul style="list-style-type: none"> • Shri Siddharth Mulchand Talati • Smt. Sucheta Siddharth Talati • Ms. Sitanshi Sahil Parikh <p>Corporate Guarantee</p> <ul style="list-style-type: none"> • M/s Vitrag Biofabs Pvt. Ltd. • M/s Moksha Biosurgicals Pvt. Ltd.
Note 3	7.50 % p.a.	<p>Security</p> <ul style="list-style-type: none"> • Hypothecation of stock and book debts <p>Collateral securities</p> <ul style="list-style-type: none"> • Land and building of factory at 17& 18, Dewan & Sons, Udyog Nagar, Palghar (West), 30753.71 sq.ft. • Plant & machinery, 17& 18, Dewan & Sons, Udyog Nagar, Palghar (West),(Exclusive charge of UBI) • FDRs/DCR- ₹ 130.18 lacs • Shed No. A1-1 in Swadesh Industrial complex admeasuring 4500 sq.ft. Built up area constructed on piece and parcel of N.A. land bearing survey No. 358,370,418,425, Situate lying and being village Kondale, Taluka Wada, District Thane within limit of Grampanchayat Kondale in the name of Vitrag Biofabs Pvt Ltd. • Plot No. 27, Dewan & Sons, Udyog Nagar, Chintupada Road, Opposite HDIL Buildcon, Mahim Village, Dist. Palghar: 401404 in the name of Moksha Biosurgicals Pvt Ltd. <p>Guarantee</p> <ul style="list-style-type: none"> • 100% credit guarantee coverage by National Credit Guarantee Trustee Company (NCGTC)
Note 4	5.00 % p.a.	<p>Collateral</p> <ul style="list-style-type: none"> • Fixed Deposit of ₹12.50 lakhs with SIDBI

B. Details of Unsecured Borrowings

Our Company availed unsecured loans as on Dec 31, 2020; details of which are set out below:

(₹ in lakhs)

Name of Lenders	Amount outstanding as on Dec 31, 2020
From Directors	
Sucheta Siddarth Talati	229.02
Siddharth Talati	37.01
From Corporate Entities	
Destiny Star India Pvt Ltd	52.78
Brubeck Resources Pvt Ltd	26.00
Piyush Gems Pvt Ltd	51.82
Manhar Impex Pvt Ltd	19.50
Total	416.13

Note: Loan availed from Sucheta Siddarth Talati bears an interest of 15% p.a. Apart from this loan, all the above mentioned loans are interest free loans.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no:

A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors or Promoter. Our Board, in its meeting held on March 22, 2021 determined that all litigations pertaining to the company, its directors/promoter/group companies which are in the nature of criminal, statutory/regulatory and taxation related are deemed material by the Board. Further, the Board considers all other litigation pertaining to the company, its directors/promoter/group companies/subsidiaries which are above a claim amount equal to or exceeding 5 % of the revenue of our Company as per the audited previous full year financial statements as material litigation (“Material Litigation”).

B. Disciplinary actions including penalty imposed by SEBI or stock exchanges against the Promoter in the last 5 (five) Financial years including outstanding action.

C. (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on March 21, 2021, determined that all outstanding dues owed by the Company to small scale undertaking and other creditors exceeding 5% of the revenue of our Company as per the audited previous full year financial statements are considered as material by our Board and the same will be disclosed in the Annual report of the Company. Details of outstanding dues to creditors(including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI ICDR Regulations have been disclosed on our website at www.adeshwarmeditex.com.

Our Company, Directors and Promoter are not Wilful Defaulters.

LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1. Criminal matters

- a) M/s. Adeshwar Meditex Pvt. Ltd, has filed a Criminal Case No. 2566 of 2018 before the Court of Metropolitan Magistrates Esplanade Court at Mumbai Court against the Globle Konkan Enterprise, Proprietorship concern of Siddhi Vinayank Birmode , (“Accused”) under Section 138 and 142 of the Negotiable Instruments Act, 1881 inter alia complaining dishonour the cheque of 2,50,000/- (Rupees Two Lakhs Fifty Thousand only), requesting to try the Accused under the said Section and award compensation of 21,95,454/- (Rupees Twenty One Lakhs Ninety-Five Thousand and Four Hundred and Fifty four only) with an interest on 24% p.a. to the company. The complainer had supplied goods worth 36, 95,545 (Thirty Six Lakhs Ninty Five thousand Five Hundred And Forty Five) on 23rd June 2017, the accuser has paid 15, 00,000 (Fifteen Lakhs) and has an outstanding of 21, 95,454 (Twenty One Lakhs Five thousand Five Hundred And Forty Five). The complainer stated that in June 2017, the accuser issued a check (Chq NO. 0.006983) dated 08th June 2018 of amount 250000 (Two Lakh Fifty Thousand) drawn on Axis Bank, Kundal, SindhuDurg – 4165520 , as the complainer raised a bill on the accuser for the amount said. The complainer also tried to approach the accuser several times in the office and there were several meetings regarding payment of balance. The accuser issued a cheque of 2, 50,000 (Two Lakh Fifty Thousand) of Axis Bank, Kundal, SindhuDurg – 4165520. The complainer states that when the cheque was deposited to their banker Union Bank Of India, Mumbai Samachar Marg, 31790 on 17th July 2018, the cheque was dishonoured and returned back to the complainer, with the reason of “FUND INSUFFICEINT”. The complainer also said that the cheque deposited with Union Bank On India, Mumbai Samachar Marg, 31790, for encashment was also returned unpaid by the banker and remarked “FUND INSUFFICIENT” in the accusers account and intimation about the dishonour of the cheque was received by the client on 20th July 2018. The complainer informed the accuser about this matter on the same day. The said Appeal is pending

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR COMPANY

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING OUR DIRECTORS

A. LITIGATION AGAINST OUR DIRECTORS

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR DIRECTORS

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING OUR PROMOTER

A. LITIGATION AGAINST OUR PROMOTER

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Tax Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR PROMOTER

1. Litigation Involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

LITIGATION INVOLVING GROUP COMPANY

A. LITIGATION AGAINST OUR GROUP COMPANY

1. Litigation involving Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

B. LITIGATION FILED BY OUR GROUP COMPANY

1. Criminal matters

NIL

2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities

NIL

4. Other Pending Litigations

NIL

Amounts owed to small scale undertakings and other creditors

As of December 31, 2020, our Company owes the following amounts to small scale undertakings, other creditors and material creditors:

Particulars	Number of Creditors	Amount involved (Rs. in lakhs)
Micro, Small and Medium Enterprise	NIL	NIL
Material Creditors	2	1,279.59
Other Creditor	216	759.38
Total Creditors	218	2,038.97

Details in relation to the amount owed by our Company to material creditors, small scale undertakings and other creditors as on December 31, 2020 are also available on www.adeshwarmeditex.com.

It is clarified that information provided on the website of our Company is not a part of this Draft Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.

Disciplinary action including penalty imposed by SEBI or stock exchanges against the promoter in the last five financial years

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoter during the last 5 financial years including outstanding actions.

Material developments occurring after last balance sheet date

Except as disclosed elsewhere in this Draft Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER KEY APPROVALS

Our Company can undertake the Issue and our Company and Subsidiaries can undertake their respective current business activities, including on the basis of the list of material approvals provided below, and other than as stated below, no further material approvals from any regulatory authority are required to undertake the Issue or continue such business activities. Unless otherwise stated, these material approvals are valid as of the date of this Draft Red Herring Prospectus.

I. APPROVALS FOR THE ISSUE

1. The Board of Directors have, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, by a resolution passed at its meeting held on March 17, 2021 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by special resolution passed in the extra ordinary general meeting held on March 17, 2021 authorized the Issue.
3. In-principle approval dated [●] from the BSE SME for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. Our Company's International Securities Identification Number (“ISIN”) is INE0H8J01015.

II. APPROVALS PERTAINING TO INCORPORATION

A. Approvals obtained by the Company

1. Certificate of Incorporation dated April 02, 2007 issued under the name Adeshwar Meditex Private Limited by Registrar of Companies.
2. Fresh Certificate of Incorporation dated May 09, 2021 issued by Registrar of Companies pursuant to change of name from Adeshwar Meditex Private Limited to Adeshwar Meditex Limited.
3. The Corporate Identity Number of the Company is U52390MH2007PLC169544 .

III. TAX AND LABOUR RELATED APPROVALS

A. Approvals obtained by the Company

Sr. No.	Description	Registration / Approval / Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)*	AAGCA2560A	Income Tax Department, Government of India	April 2, 2007	Valid until cancelled
2.	Tax Deduction Account Number (TAN)*	MUMA30093A	Income Tax Department, Government of India	April 2, 2007	Valid until cancelled
3.	Certificate of Registration and Allotment of Tax Identification Number (TIN)*	27580605879C	Department of Commercial Taxes, Government of Maharashtra	May 4, 2007	Valid until cancelled
4.	Certificate of Registration issued under the provisions of Central Goods and Service Tax Act, 2017 for premise Plot No. 17, Dewan and Sons, Udyog Nagar, Mahim Palghar, Thane, Maharashtra, 401404*	27AAGCA2560A1Z7	Government of India	September 22, 2017	Valid until cancelled

Sr. No.	Description	Registration / Approval / Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
5.	Certificate of Registration under the Employee Provident Fund*	KDMAL0093609000	Regional Provident Fund Commissioner, Maharashtra and Goa	March 13, 2015	Valid until cancelled
6.	Certificate of Registration under the Employee State Insurance Act, 1948.*	35000406790000305	Asst./Dy. Director, Employees' State Insurance Corporation	June 28, 2017	Valid until cancelled
7.	Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975*.	99471830007P	Commissioner of Sales tax	March 31, 2011	Valid until cancelled
8.	Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975*	27580605879P	Profession Tax Officer	January 04, 2011	Valid until cancelled
9.	Central Excise Registration Certificate under Central Excise Rules, 2002 with respect to manufacturing of Excisable goods at Plot No. 17, Mahim Village, Dewan And Sons Udyog Nagar, Palghar, Maharashtra, 401404.*	AAGCA2560AXM001	Deputy/Assistant Commissioner of Central Excise, Palghar Division-Thane	May 03, 2007	Valid until cancelled

IV. KEY BUSINESS RELATED APPROVALS

A. Approvals obtained by the Company

Sr. No.	Description	Registration / Approval / Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Factory License under Factories Act, 1948 for Plot No. 17, 18 Mahim Village, Dewan And Sons Udyog Nagar, Palghar, Maharashtra, 401404. Maximum no. of workers that can be employed on any day during the year- 150.*	12900210060 A-00	Directorate of Industrial Safety and Health	December 1, 2020	December 31, 2021
2.	Consent to Operate under Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016*.	RO-THANE/CONCENT/TR-II /2102000434	MAHARASTRA Pollution Control Board	08 February, 2021	November 30, 2024

Sr. No.	Description	Registration Approval Certificate Number /	Issuing Authority	Date of Issue	Date of Expiry
3.	Udyog Aadhar Registration Certificate*	MH17B0005007	Ministry of Micro, Small and Medium Industries.	November 11, 2016	Valid until cancelled
4.	Certificate of Importer Exporter Code for Company's factory situated at 17, Dewan and Sons, Udyog Nagar, Mahim Palghar, Thane, Maharashtra, 401404*	0398069638	Director General Of Foreign Trade, Ministry of Commerce and Industry	August 02, 2007	Valid until cancelled
5.	Provisional NO Objection Certificate *	MFS/51/2019/604	Directorate of Maharashtra Fire Service, Government Of Maharashtra	March 01, 2021	February 28, 2022
6.	License for the possession and use of rectified spirit including absolute alcohol for Industrial, Medicinal, scientific and educational purposes*	Lic no- 89/ 92 - 93	Collector , Palghar	April 01, 2020	March 31, 2021
7.	Quality Control Certification for Surgical Medical Disposables & Wound Dressings Class I, I s, II a, II b & III*	CE / 013544 / 1219	Medical Devices Directive 93/42/EEC	December 17, 2019	December 16, 2022
8.	License under Drugs & Cosmetics Act, 1940 for premise situated at 17 Dewan And Sons Udyog Nagar, 18 Dewan And Sons Udyog Nagar, Palghar (W) - 401404 under which the Company is licensed to Manufacture Drugs*	28-KD/264	Foods & Drugs Administration Maharashtra	April 02, 2017	April 01, 2022
9.	License under Drugs & Cosmetics Act, 1940 for premise situated at 17 Dewan And Sons Udyog Nagar, 18 Dewan And Sons Udyog Nagar, Palghar (W) - 401404 under which the Company is licensed to Manufacture Drugs*	25-KD/334	Foods & Drugs Administration Maharashtra	April 02, 2017	April 01, 2022
10.	Certificate of Good Manufacturing Practices.*	6094529	Foods & Drugs Administration Maharashtra	July 09, 2020	July 08, 2021
11.	ISO 13485:2016 Certificate of Registration for the Design, Manufacturing & Sales of Sterile and Non Sterile Surgical Dressings, Bandages,	910736	UK Certification & inspection Limited.	January 06, 2020	January 05, 2023

Sr. No.	Description	Registration Approval Certificate Number /	Issuing Authority	Date of Issue	Date of Expiry
	Medicated & Non-medicated Tulle dressings and Plasters.*				
12.	Electricity Approval for sanctioned load 39 KW with a CD: 62 KVA*	11884	Superintending Engineer Vasai Circle, Maharashtra State Electricity Distribution Co. Ltd.	OCTOBER 05, 2012	-
13.	Certificate of No Conviction Certificate for purpose of Haffkine institute and Bmc, Mumbai (Tender Purpose)*	6097890	Foods & Drugs Administration Maharashtra	January 31, 2021	January 29, 2022
14.	Registration certificate from Pharmaceuticals export promotion council of India*	3840	Ministry of commerce and industry, Govt. of India	July 25, 2016	March 31, 2021
15.	License to operate DG Set.*	0085/2021	Electrical Inspector, Inspection Department Palghar, Government of Maharashtra	March 02, 2021	Valid Until Cancelled
16.	Certificate of Verification under the Maharashtra Legal Metrology (Enforcement) Rules, 2011 in respect of NAWI- Electronic scale.*	LCR No. CLM09321315	Inspector of Legal Metrology, Palghar	September 28, 2020	September 27, 2021

The Company has also obtained a Certificate of Registration dated January 07, 2019 bearing no. 890115162 / C Ward / COMMERCIAL II from the Municipal Corporation of Greater Mumbai under the Maharashtra Shops and Establishments (Regulations of Employment and Conditions of Service) Act, 2017 in respect of the Company's office situated at, 605, 6 Fl, Niranjan Building, 99, Marine Drive, Mumbai, 400002.

* Our Company has made applications to respective authorities for updating each of the aforesaid certificates to reflect its current name of our Company pursuant to conversion into a public limited company

V. INTELLECTUAL PROPERTY

We have registered the following intellectual properties under the name of the company with the trademark registry Mumbai.

Particulars of the mark	Word/ mark	Label	Trademark/ Number	Application	Class	Period of validity (Valid upto)
POVITULLE	Word		1935693		5	March 15, 2030
PETRONET	Word		1935695		5	March 15, 2030
BACTIGAUZE	Word		1935697		5	March 15, 2030
FUSITULLE	Word		1935700		5	March 15, 2030
FRAMITULLE	Word		1935701		5	March 15, 2030
PARAHEAL	Word		1953816		5	March 15, 2030
ORTHOWRAP	Word		1953817		5	March 15, 2030

Particulars of the mark	Word/ mark	Label	Trademark/ Number	Application	Class	Period of validity (Valid upto)
AM+AID	Device		1935694		5	March 15, 2030
COMBIPAD	Device		1935696		5	March 15, 2030
A+MEDISET	Device		1935698		5	March 15, 2030
A+MEDITEX	Device		1935699		5	March 15, 2030
A+M	Device		1935704		5	March 15, 2030
A+M PLAST	Device		1935705		5	March 15, 2030
A+MCREPE	Device		1947553		5	April 08, 2030
NITROHEAL	Device		1947554		5	April 08, 2030
M-TAPE	Device		1947555		5	April 08, 2030
HYDRASOOTHE	Device		1953815		5	March 15, 2030
SILVINET	Device		2355157		5	March 15, 2030

VI. PENDING APPROVALS

A. Applications for Renewal

1. The Company has obtained Government purchase enlistment certificate issued by The national small industries limited (NSIC) which was valid till March 13, 2021. The Company is in process to apply for renewal of the said certificate for continuing its operations

B. Applications for Registration

1. The Company is in process of applying to the concerned authorities for obtaining License under the Contract Labour (Regulation and Amendment) Act, 1970

SECTION IX – OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Our Board of Directors have vide resolution dated March 17, 2021 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 with shorter notice on March 17, 2021, 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 [•] to use the name of BSE in this Offer Document for listing of equity shares on the SME Platform of the BSE Limited. BSE Limited is the designated stock exchange.

Prohibition by SEBI or Governmental Authorities

We confirm that there is no prohibition on our Company, its Directors, Promoter, Group Company and entities forming part of our Promoter Group, person in control of our Company from accessing the capital market or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Draft 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 Promoter or Directors has been declared as wilful defaulter(s) by the RBI or any other governmental authority.

Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Prospectus.

Association with Securities Market

None of our Directors are, in any manner, associated with the securities market and there has been no action initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Prospectus except as stated under the chapters titled “Risk factors”, “Our Promoter, Promoter Group”, “Group Company” and “Outstanding Litigations and Material Developments” beginning on page nos.18, 121, 125, 167 respectively, of this Draft 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 Issue” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, An issuer, whose post issue face value capital is more than ten crore rupees and upto twenty five crore 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 SME Platform of BSE Limited).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the BSE Limited.

- a. Our Company was incorporated on April 02, 2007, with the Registrar of Companies, Mumbai under the Companies Act, 2013 in India, hence is in existence for a minimum period of 2 years on the date of filing the prospectus with BSE.
- b. As on the date of this Draft Prospectus, our Company has a total paid up capital of ₹ 1053.14 lakhs comprising 1,05,31,426 Equity Shares and the Post Issue Capital will be of ₹ 1443.14 lakhs which is below ₹ 25 crores.

- c. Our Company has Net Tangible Assets of ₹ 2,552.50 lakhs which is more than ₹ 150 Lakhs.
- d. Our Company has a track record of three years as on date of filing of this Draft Prospectus.
- e. Our Company has positive cash accruals (Earnings before depreciation and tax) from operations for at least 2 (two) financial years preceding the date of filing of this Draft Prospectus and the net worth of our Company is positive as per the latest audited financial statements.
- f. Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR).
- g. There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.
- h. There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on SME Platform of BSE.
- i. Our company has facilitated trading in demat securities and has entered into an agreement with both the depositories.
- j. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant Company.
- k. Our Company has a website: www.adeshwarmeditex.com
- l. Our Company's net worth and cash accruals from operations (earnings before depreciation and tax), based on the Restated Financial Statements included in this Draft Prospectus for the period ended December 31, 2020 and for the last three Fiscals ended March 31, 2020, 2019 and 2018 are set forth below:

Particulars	Period ended December 31, 2020	2019-20	2018-19	2017-18
Net Tangible Assets	2,552.50	2,299.24	1,941.41	1,322.61
Net Worth	2,020.29	1,881.37	1,579.84	1,354.74
Cash Accruals	218.72	315.37	347.39	395.00

(1) *Net Tangible Assets are defined as the sum of total fixed assets plus current assets minus current liabilities minus intangible assets*

(2) *Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.*

(3) *Cash accruals have been defined as the Earnings before depreciation and tax from operations.*

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- 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 SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange.
- Our Company has entered into an agreement dated March 22, 2021 with NSDL and agreement dated March 22, 2021 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoter are in dematerialised form.
- Our Company has made firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the fresh issue proceeds, excluding the amount to be raised through the proposed public issue or through existing identifiable internal accruals. For details, please refer the chapter “*Objects of the Issue*” on page no.61 of this Draft Prospectus.

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:

- (a) Neither our Company nor our Promoter, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- (b) None of our Promoter or Directors are promoter or directors of any other companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoter or Directors is a wilful defaulter.
- (d) None of our Promoter or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Further, in accordance with Regulation 268 (1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER ARYAMAN FINANCIAL SERVICES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [•] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS.

Note:

All legal requirements pertaining to the Issue will be complied with at the time of registration of this Draft Prospectus with the RoC in terms of section 26 and 30 of the Companies Act, 2013.

Disclaimer from our Company, Directors and the Lead Manager

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

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 Draft Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform 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 Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been 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.

Disclaimer Clause of the BSE

As required, a copy of the Draft Prospectus shall be submitted to the SME Platform of BSE Limited. The Disclaimer Clause as intimated by the SME Platform of BSE Limited to us, post scrutiny of the Draft Prospectus, shall be included in the Prospectus prior to the filing with RoC.

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 Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be 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 SME Platform of BSE Limited for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its SME Platform of BSE Limited after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform of BSE Limited is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within fifteen days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE Limited mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated [•] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE Limited.

Price Information of past issues handled by the Lead Manager

Sr. No.	Issue Name	Issue size (₹ Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing	
1	Pavna Industries Ltd.	29.70	165.00	09/03/2021	165.60	N.A	N.A	N.A	N.A	N.A	N.A
2	Net Pix Shorts Digital Media Ltd.	2.70	30.00	02/12/2020	30.15	0.83%	7.29%	0.17%	12.73%	N.A	N.A
3	Atal Realtech Ltd.	10.83	72.00	15/10/2020	70.20	-31.94%	9.42%	-53.19%	24.70%	N.A	N.A
4	Nirmitee Robotics India Limited	3.24	185.00	21/04/2020	189.00	19.46%	0.97%	35.14%	22.14%	79.86%	30.51%
5	Valencia Nutrition Ltd.	7.23	46.00	06/01/2020	46.45	0.00%	1.15%	0.00%	-32.17%	-2.17%	-11.44%
6	Vishwaraj Sugar Industries Ltd	60.00	60.00	15/10/2019	61.20	10.38%	5.58%	50.33%	8.71%	9.75%	-19.08%
7	Galactico Corporate Services Ltd	3.70	23.00	09/10/2019	23.20	0.00%	6.48%	6.96%	7.05%	-0.87%	-27.73%
8	Shiv Aum Steels Ltd	15.48	44.00	01/10/2019	44.25	0.57%	4.56%	2.27%	7.89%	2.27%	-23.76%
9	Transpact Enterprises Ltd	1.35	130.00	05/09/2019	132.50	4.62%	2.81%	1.54%	11.48%	3.85%	5.40%
10	Meera Industries Ltd ⁽¹⁾	11.75	225.00	26/06/2019	215.00	-6.04%	-4.32%	-17.78%	-1.25%	-45.56%	5.18%

⁽¹⁾ Equity Shares of Meera Industries Limited was listed on May 15, 2017 on BSE Limited. Aryaman Financial Services Limited was appointed as lead manager for the Further Public Issue by the Company on BSE Limited pursuant to which its additional shares were listed on June 26, 2019.

Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 th calendar day from listing day			Nos. of IPOs trading at premium - 30 th calendar day from listing day			Nos. of IPOs trading at discount - 180 th calendar day from listing day			Nos. of IPOs trading at premium - 180 th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21	4 ⁽¹⁾	46.47	0	1	0	0	0	2	0	0	0	1	0	0
2019-20	7 ⁽²⁾	106.71	0	0	2	0	0	4	0	1	1	0	0	4
2018-19	14 ⁽³⁾	327.66	0	1	1	0	1	9	1	0	2	1	1	9

⁽¹⁾ Details indicated in 2020-21 are for the public issues completed as on date.

⁽²⁾ As on the 30th Calendar day from the listing day, the price of Galactico Corporate Services Ltd. and on 30th and 90th Calendar day from the listing day, the price of Valencia Nutrition Ltd., is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount.

⁽³⁾ As on the 30th and 90th Calendar day from the listing day, the price of Silgo Retail Limited and on 30th Calendar day from the listing day, the price of Saketh Exim Limited is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount.

Notes:

- (1) *Since the listing dates of Pavna Industries Limited was March 09, 2021, information related to closing price and benchmark index as on the 30th calendar day, 90th calendar day and 180th calendar day from the listing date is not available.*
- (2) *Since the listing dates of Net Pix Shorts Digital Media Limited and Atal Realtech Limited was December 02, 2020 and October 15, 2020, respectively, information related to closing price and benchmark index as on the 180th calendar day from the listing date is not available.*
- (3) *The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.*
- (4) *In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.*
- (5) *Source: www.bseindia.com and www.nseindia.com BSE Sensex and Nifty Fifty as the Benchmark Indices*

Track record of past issues handled by the Lead Manager

For details regarding the track record of the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited – www.afsl.co.in.

Consents

Consents in writing of: (a) the Directors, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditor; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisor to the Issue, Banker to the Company*, Banker to the Issue*, 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 and 28 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Draft Prospectus for registration with the RoC.

**will be obtained prior to filing of Prospectus with RoC*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. H.M.Shah & Co., Chartered Accountants, have provided their written consent to the inclusion of their reports dated March 26, 2021 on Restated Financial Statements and to the inclusion of their reports dated March 26, 2021 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Prospectus.

Expert Opinion

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

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

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

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MoU for Issue Management entered into among the Lead Manager and our Company dated March 24, 2021, the Underwriting Agreement dated March 24, 2021 entered into among the Underwriter, and our Company and the Market Making Agreement dated March 24, 2021 entered into among the Market Maker, Lead Manager and our Company. All information shall be made

available by us 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 including at road show presentations, in research or sales reports or at collection centres or elsewhere.

CAPITAL ISSUE DURING THE LAST FIVE YEARS

Previous Public and Rights Issues

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 Offering” in terms of the SEBI (ICDR) Regulations.

Commission and Brokerage Paid on Previous Issues of our Equity Shares

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 in the last three (3) years by Listed Group Companies / Subsidiaries / Associates

None of our Group Company / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years.

We do not have any subsidiary as on date of this Draft Prospectus.

Previous Issues of Equity Shares otherwise than for Cash

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 50 of this Draft Prospectus, we have not issued any Equity Shares for consideration other than for cash.

Performance vis-à-Vis Objects

Issuer Company

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

Listed Subsidiaries / Promoter

We do not have any listed Subsidiary or Promoter Company as on date of this Draft Prospectus.

Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

Disposal of Investor Grievances

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.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Board by a resolution on March 22, 2021 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Sucheta Talati	Non-Executive Director	Chairman
Ashalata Raut	Independent Director	Member
Hajari Lal Saini	Independent Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page no.107 of this Draft Prospectus.

Our Company has also appointed Anushree Tekriwal, as the Compliance Officer for the Issue and he may be contacted at the Registered Office of our Company.

Anushree Tekriwal

Address: 605, 6th floor, Plot-99, Niranjana Building,
Bhagwan Todi Bal Udyan Marg, Marine Lines Railway Station,
Marine Drive, Mumbai – 400002.

Tel No: 022-022674137 / 38

Email: compliance@adeshwarmeditex.com

Website: www.adeshwarmeditex.com

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre Issue or post Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

Status of Investor Complaints

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

Disposal of Investor Grievances by Listed Companies under the same Management

None of our Group Companies / Associates / Subsidiaries are listed on any Stock Exchange as on the date of filing this Draft Prospectus.

SECTION X – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Allotted pursuant to this Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association, the terms of the Draft Prospectus, the Prospectus, the Abridged Prospectus, Application Form, any Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the 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 Stock Exchange(s), 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 RBI, the Government of India, the Stock Exchange(s), the RoC and/or any other authorities while granting its approval for the Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors 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 Applicants 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”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued and transferred shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank *pari-passu* in all respects including dividend 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 from page no. 214 of this Draft 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 Listing 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 nos. 128 and 214 of this Draft Prospectus.

Face Value and Issue Price

The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Draft Prospectus at the price of [●] per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Issue Price*" beginning on page no. 66 of this Draft Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing 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 Articles of Association*" beginning on page no. 214 of this Draft Prospectus.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- 1) Tripartite agreement dated March 22, 2021 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated March 22, 2021 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

The Company's shares bear ISIN INE0H8J01015.

Market Lot and Trading Lot

Trading of the Equity Shares will happen in the minimum contract size of [●] 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 from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] Equity Shares to the successful Applicants. Further, in accordance with SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

In accordance with Regulation 268 (1) of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within eight (8) Working days of closure of Issue.

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.

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:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety 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.

Withdrawal of the Issue

Our Company in consultation with the Lead Manager, reserve the right not to proceed with the Fresh Issue in whole or in part thereof, to the extent of Issued Shares, at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two 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 and Sponsor Bank (in case of RII's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants and the Escrow Collection Bank to release the Application Amounts to the Anchor Investors, if applicable, within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company in consultation with the Lead Manager withdraw the Issue after the Application/ Issue Closing Date and thereafter determine that they will proceed with public Issue of the Equity Shares, our Company shall file a fresh Draft Prospectus with the Stock Exchanges.

Issue Program

ISSUE OPENS ON	[●]
ISSUE CLOSES ON	[●]

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Refunds / unblocking of funds from ASBA Account	[●]
Credit of Equity Shares to demat account of the Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchanges	[●]

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.

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 Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock 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 Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public Issues, 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 are liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants 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 Applicants 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.

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, if any, within sixty (60) days from the date of closure of the Issue, our Company shall forthwith refund the entire subscription amount received, if there is a delay beyond eight (8) days, after our Company become liable to pay the amount, our Company and every officer in default

will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest as prescribed under the SEBI Regulations, the Companies Act, 2013 and applicable laws.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

The Equity Shares have not been and will not 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 [●] shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this 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.

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 no. 50 of this Draft 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 no. 214 of this Draft 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 Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

New Financial Instruments

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue.

Migration to Main Board

In accordance with the BSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the SME Platform of BSE for a minimum period of two years from the date of listing and only after that it can migrate

to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulation, our Company may migrate to the main board of BSE from the SME Platform of BSE on a later date subject to the following:

- If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
- If the Paid up Capital of the Company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Market Making

The shares issued through this Issue are proposed to be listed on the SME Platform of BSE 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 SME Platform of BSE. For further details of the market making arrangement please refer the chapter titled “*General Information*” beginning on page no. 42 of this Draft Prospectus.

ISSUE STRUCTURE

This issue is being made in terms of Regulation 229 (2) of the Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post issue face value capital is more than ten crore rupees and upto twenty five 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 SME Platform of BSE). 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 nos. 186 and 195 respectively, of this Draft Prospectus.

Issue Structure

Initial Public Issue of upto 39,00,000 Equity Shares of ₹ 10 each (*the "Equity Shares"*) for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to ₹ [●] Lakhs (*"the Issue"*) by the Adeshwar Meditix Limited ("*AML*" or *the "Company"*).

The Issue comprises a reservation of upto 2,04,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto 36,96,000 Equity Shares of ₹ 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 27.02% and 25.61%, 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⁾	Upto 36,96,600 Equity Shares	Upto 2,04,000 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 [●] Equity Shares and further allotment in multiples of [●] 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 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 [●] Equity Shares such that the Application Value exceeds ₹ 2,00,000. <i>For Retail Individuals Investors:</i> [●] Equity Shares	Upto 2,04,000 Equity Shares
Maximum Application Size	<i>For Other than Retail Individual Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed 36,96,600 Equity Shares, subject to applicable limits to the Applicant. <i>For Retail Individuals Investors:</i> Such number of Equity Shares in multiples of [●] Equity Shares such that the application value does not exceed ₹ 2,00,000.	Upto 2,04,000 Equity Shares
Trading Lot	[●] Equity Shares	[●] Equity Shares. However the Market Maker may buy odd lots if any in the market as required under the SEBI

Particulars	Net Issue to Public	Market Maker Reservation Portion
		(ICDR) Regulations, 2018.
Who can Apply ⁽²⁾	<p><i>For Other than Retail Individual Investors:</i></p> <p>Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions societies and trusts.</p> <p><i>For Retail Individuals Investors:</i></p> <p>Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRIs.</p>	Market Maker
Terms of Payment ⁽³⁾	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] 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, 2018 shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to:
 - (i) individual applicants other than retail individual investors; and
 - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

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 applicants 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.

ISSUE PROGRAMME

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date applications will be accepted only between 10.00 a.m. to 4.00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1.00 p.m. IST on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, 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 this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Issue proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in ₹)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Book Running Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading. At the Initial Public Offering stage if the price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into. For example: if the proposed price band is at 24-28 than the Lot size shall be [●] shares.

ISSUE PROCEDURE

All Applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circulars issued by the SEBI, including 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 SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, the 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/DIL2/CIR/P/2019/133 dated November 8, 2019 and the circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (the “General Information Document”), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations. The General Information Document is available on the websites of the Stock Exchanges and the LMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Applications by Retail Individual Applicants through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019

SEBI through its circular no. (SEBI/HO/CFD/DIL2/CIR/P/ 2018/138) dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 and circular no. (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI mechanisms for RIIs applying through Designated Intermediaries were made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”) The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, with respect to Applications by RIBs 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 Application with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Further, pursuant to SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II was 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. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIIs (“UPI Phase III”), as may be prescribed by SEBI.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. 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 would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Application are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form. Further, the Company and the 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 a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 and circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (collectively the “**UPI Circulars**”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIIs through intermediaries with the objective to reduce the time duration for public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any

category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant’s depository account including DP ID, PAN and Beneficiary Account Number/UPI ID (for RII Applicants using the UPI Mechanism) shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. However, the specified securities may be rematerialised subsequent to allotment by the investor. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

APPLICATION FORM

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and the Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants (other than Applicants using the UPI Mechanism) must provide 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 Applicants 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 submitting their application form to any Designated Intermediaries (other than SCSBs) shall be required to apply using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Application Form. Retail Individual Investors submitting their application form to any Designated Intermediaries (other than SCSBs) failed to mention UPI ID are liable to be rejected. Retail Individual Investors may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of Electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour ⁽¹⁾
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

⁽¹⁾ Excluding electronic Application Form

Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Form (except the Application Form from a RIIs using the UPI mechanism) to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Application details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic Applying system of the Stock Exchange. Stock Exchange shall validate the electronic Applications with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchange. Stock Exchange shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Application details already uploaded

For RIIs using UPI mechanism, the Stock Exchanges shall share the Application details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIIs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIIs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Application entered in the Stock Exchange applying platform, and the liability to compensate RIIs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to

a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the Bankers to the Issue. The LM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Issue for analysing the same and fixing liability.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Who Can Apply?

In addition to the category of Applicants set forth in the *General Information Document*, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines:

- Scientific and/or industrial research organizations in India, which are authorised to invest in equity shares; and
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTER, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/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 Promoter, 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

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company’s paid up share capital carrying voting rights.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

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 to or should confirm/accept the UPI Mandate Request (in case of RIIs using the UPI Mechanism) 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).

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY FPI AND FIIs

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating

the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24% of the total paid-up Equity Share capital of our Company, respectively.

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, only Category I FPIs, 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 an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange In India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons eligible to be registered as Category I FPIs; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI may transfer offshore derivative instruments to persons compliant with the requirements of Regulation 21(1) of the SEBI FPI Regulations and subject to receipt of consent except where pre - approval is provided.

FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in colour).

APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS (VCF) AND FOREIGN VENTURE CAPITAL INVESTORS (FVCI)

The SEBI VCF Regulations, the SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF or FVCI registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. 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.

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 Lead Manager, reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company, in consultation with the Lead Manager, reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers prescribed in Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 (“IRDAI Investment Regulations”) are set forth below:

- a. Equity shares of a company: the lower of 10%⁽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;
- b. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c. The industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or a reinsurer or health insurer 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 ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.

Insurer companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time including the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (“**IRDA Investment Regulations**”).

APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Application Form. Failing this, our Company, in consultation with the Lead Manager, 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 BANKING COMPANIES

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee are required to be attached to the Application Form, failing which our Company, in consultation with the Lead Manager, 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, 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.

APPLICATIONS BY SCSBS

SCSBSs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBSs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBSs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable), 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 Lead Manager 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 Lead manager, 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.

The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Participation by associates and affiliates of the Lead Manager

The Lead Manager shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue in non Retail Portion, where the allocation is on a proportionate basis.

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- Issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

Signing of the Underwriting Agreement and the RoC Filing

- a) Our Company, the Lead Manager and the Market Maker have entered into an Underwriting Agreement on March 24, 2021.
- b) For terms of the Underwriting Agreement please see chapter titled "General Information" beginning on page no. 42 of this Draft Prospectus.
- c) We will file a copy of the Prospectus with the RoC in terms of Section 26 and all other provision applicable as per Companies Act.

FILING OF THE PROSPECTUS WITH THE ROC

Our Company shall file the Prospectus with the RoC at least three working days before the Issue Opening Date in terms of Section 26 of Companies Act, 2013.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES DESIGNATED DATE

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

ISSUANCE OF ALLOTMENT ADVICE

Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.

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 the time prescribed under applicable law. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

AVAILABILITY OF THE PROSPECTUS AND THE APPLICATION FORMS

Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

INFORMATION FOR THE APPLICANTS

In addition to the instructions provided to the Applicants in the *General Information Document for Investing in Public Offers*, Applicants are requested to note the following additional information in relation to the Issue.

1. The Issue Period shall be for a minimum of three Working Days and shall not exceed ten Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding ten Working Days.
2. The relevant Designated Intermediary will enter each Application into the electronic Applying system as a separate Application and generate an acknowledgement slip (“Acknowledgement Slip”), for each price and demand option and give the same to the Applicant. Therefore, a Applicant can receive up to three Acknowledgement Slips for each Application Form It is the Applicant’s responsibility to obtain the TRS from the relevant Designated Intermediary. The registration of the Application by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/ allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When a Applicant revises his or her Application (in case of revision in the Price), he /she shall surrender the earlier Acknowledgement Slip and may request for a revised TRS from the relevant Designated Intermediary as proof of his or her having revised the previous Application.

3. In relation to electronic registration of Applications, the permission given by the Stock Exchanges to use their network and software of the Electronic Bidding System should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
4. In the event of an upward revision in the Price, Retail Individual Applicants could either (i) revise their Application or (ii) shall make additional payment based on the revised Price (such that the total amount i.e., original Application Amount plus additional payment does not exceed ₹ 200,000. The revised Applications must be submitted to the same Designated Intermediary to whom the original Application was submitted. If the total amount (i.e., the original Application Amount plus additional payment) exceeds ₹ 200,000, the Applicant will be considered for allocation under the Non-Institutional Portion. If, however, the Retail Individual Applicant does not either revise the Application or make additional payment the number of Equity Shares applied for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Applicant and the Retail Individual Applicant is deemed to have approved such revised Application.
5. In the event of a downward revision in the Price, Retail Individual Applicant may revise their Application; otherwise, the excess amount paid at the time of Application would be unblocked after Allotment is finalised.
6. Any revision of the Application shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Application.

The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Application(s) or lower the size of their Application(s) (in terms of quantity of Equity Shares or the Application Amount) at any stage. Retail Individual Applicants can revise their Application(s) during the Issue Period and withdraw their Application(s) until Issue Closing Date.

Do's:

- 1) Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Applicants should submit their Applications through the ASBA process only;
- 2) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 3) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- 4) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Application Centre (except in case of electronic Applications) within the prescribed time. Retail Individual Applicants using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants;
- 5) 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 Applicants, Applying using the UPI Mechanism);
- 6) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;

- 7) 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;
- 8) Ensure that you request for and receive a stamped acknowledgement of your Application;
- 9) Retail Applicants using the UPI mechanism should ensure that the correct UPI ID is mentioned in the Application Form;
- 10) Instruct your respective banks to release the funds blocked in accordance with the ASBA process;
- 11) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 12) Except for Applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) 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;
- 13) Ensure that the Demographic Details are updated, true and correct in all respects;
- 14) 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;
- 15) Ensure that the correct investor category and the investor status is indicated in the Application Form;
- 16) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- 17) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- 18) 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;
- 19) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- 20) In case of ASBA Applicants (other than Retail Individual Applicants using UPI Mechanism), ensure that while Applying through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Applying Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
- 21) Once the Sponsor Bank issues the UPI Mandate Request, the Retail Individual Applicants would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request;

- 22) Ensure that you have correctly signed the authorization / undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- 23) Retail Applicants shall ensure that details of the Applications are reviewed and verified by opening the attachment in the UPI mandate request and then proceed to authorize the UPI request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Applicant may be deemed to have verified the attachment containing the application details of the Retail Applicant in the UPI mandate request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount mentioned in the Application Form;
- 24) Retail Applicants 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;
- 25) Retail Applicants using the UPI mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised 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;
- 26) 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;
- 27) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- 28) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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 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 apply for a Application Amount exceeding ₹ 200,000 (for Applications by Retail Individual Applicants);
- 10) 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 Draft Prospectus;
- 11) Do not submit the General Index Register number instead of the PAN;

- 12) 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;
- 13) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- 14) Do not submit more than 1 Application Form for each UPI ID in case of Retail Applicants Applying through the Designated Intermediary using the UPI Mechanism;
- 15) If you are a Retail Individual Applicant and are using UPI Mechanism, do not make the ASBA application using third party bank account or using third party linked bank account UPI ID;
- 16) 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;
- 17) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 18) Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- 19) Do not 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 Applicant. Retail Individual Applicants can revise their Applications during the Offer Period and withdraw their Applicants on or before the Offer Closing Date;
- 20) Do not apply for shares more than specified by respective Stock Exchanges for each category;
- 21) 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 Applicants using the UPI mechanism;
- 22) Do not submit incorrect UPI ID details, if you are a Retail Applicants applying through UPI Mechanism;
- 23) Do not submit more than One Application Form per ASBA Account;
- 24) 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
- 25) If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 p.m. on the Issue Closing Date;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

In addition to the instructions for completing the Application Form provided in the sub-section “*General Information Document for Investing in Public Offers – Applying in the Issue – Instructions for filing the Application Form / Application Form*” Applicants are requested to note the additional instructions provided below.

1. Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal. Applications must be in single name or in joint names (not more than three, and in the same order as their Depository Participant details).
2. Applications must be made in a single name or in joint names (not more than three, and in the same order as their details appear with the Depository Participant), and completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Prospectus and in the Application Form.
3. Applications on a repatriation basis shall be in the names of FIIs or FPIs but not in the names of minors, OCBs, firms or partnerships and foreign nationals.

Payment instructions

The entire Issue Price of [•] per Equity Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, then the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Issue

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE Limited (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [•] equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted [•] equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the draws of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [•] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [•] equity shares subject to a minimum allotment of [•] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present Issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
 - a) The 50% net Issue of shares to the Public (i.e. upto 6,15,000 Equity Shares) shall be made available for allotment to retail individual investors; and
 - b) The balance net Issue of shares to the public (i.e. Upto 6,15,000 Equity Shares) shall be made available for allotment to Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions.
 - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

Explanation: If the retails individual investor category is entitled to more than allocated portion on proportionate basis, the retails individual investors shall be allocated that higher percentage.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “*Basis of Allotment*” on page no. 209 of this Draft Prospectus.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹ 2,00,000. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the BSE Limited.

In the event of under subscription in the Issue, the obligations of the Underwriter shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director/Authorised Signatory of the SME Platform of BSE Limited– the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUND FOR REJECTIONS

In addition to the grounds for rejection of Application on technical grounds as provided in the “*General Information Document for Investing in Public Offers*” Applicants are requested to note that Applications may be rejected on the following additional technical grounds.

1. Applications submitted without payment of the entire Application Amount;
2. Applications submitted by Applicants which do not contain details of the Application Amount and the bank account details / UPI ID in the Application Form;
3. Applications submitted on a plain paper;
4. Applications submitted by Retail Individual Applicants using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Applications submitted by Retail Individual Applications submitted by Applicants 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 no. 199 of this Draft 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 July29, 2010;
10. GIR number furnished instead of PAN;
11. Application by Retail Individual Applicants with Application Amount for a value of more than ₹ 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.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Tripartite agreement dated March 22, 2021 with NSDL, our Company and Registrar to the Issue;
- Tripartite agreement dated March 22, 2021 with CDSL, our Company and Registrar to the Issue;
- The Company's shares bear an ISIN: INE0H8J01015

DESIGNATED DATE AND ALLOTMENT

- (a) Our Company will ensure that the Allotment and credit to the successful Applicants' depository account will be completed within six Working Days, or such period as may be prescribed by SEBI, of the Issue Closing Date or such other period as may be prescribed.
- (b) Equity Shares will be issued and Allotment shall be made only in the dematerialised form to the Allottees.
- (c) Allottees will have the option to re-materialise the Equity Shares so allotted as per the provisions of the Companies Act, 2013 and the Depositories Act.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application Form, name and address of the SCSB / Designated Intermediary, where the Application was submitted and bank account number in which the amount equivalent to the Application Amount was blocked.

Applicants can contact the Compliance Officer or the Registrar in case of any pre- Issue or post- Issue related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs

Letters of Allotment or Refund Orders or Instructions to the SCSBs

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within the time prescribed under applicable law. The Registrar shall instruct the relevant SCSBs to, on the receipt of such instructions from the Registrar, unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful Applications within the time prescribed under applicable law.

Mode of Refund

Within the time prescribed under applicable law, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

Interest in Case of Delay in Allotment or Refund

The Issuer shall allot the equity shares offered to the public within the period prescribed by the Board. The Issuer may pay interest at the rate of 15% per annum in case demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the time prescribed under applicable law.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Undertaking by our Company

We undertake the following:

- 1) That if our Company does not proceed with the Issue after the Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre- Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) That if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 3) That the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- 4) That all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within the time prescribed under applicable law;
- 5) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 6) That the Promoter' contribution in full, if applicable, shall be brought in advance before the Issue opens for subscription
- 7) That the funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 8) That allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;
- 9) That the confirmation of allotment of the securities/refund orders to Eligible NRIs shall be dispatched within specified time;

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- 10) That no further Issue of Equity Shares shall be made till the Equity Shares offered through this Offer Document are listed or until the Application monies are refunded/ unblocked in the ASBA Accounts on account of non-listing, under-subscription etc; other than as disclosed in Regulation 19 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - 11) Adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment; and
 - 12) That our Company shall not have recourse to the Issue Proceeds until the final approval for listing and trading of the Equity Shares from all the Stock Exchanges

Utilization of Fresh Issue Proceeds

The Board of Directors of our Company 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 utilized out of the Fresh Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 3) Details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and

Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Fresh Issue to the extent applicable.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017 has notified the specific ministries handling relevant sectors.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP issued the Consolidated Foreign Direct Investment Policy notified by the D/o IPP F. No. 5(1)/2017-FC-1 dated August 28, 2017, with effect from August 28, 2017 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect prior to August 28, 2017. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DIPP issues an updated circular.

Amidst the current pandemic caused by Covid-19, the Government of India has amended the extant FDI Policy, vide Press Note No. 3 (2020 Series). The said amendment has also been made in the Foreign Exchange Management (Non-debt Instrument) Rules, 2019. As per the aforesaid amendment a non-resident entity can invest in India, subject to the FDI Policy except in those sectors/activities which are prohibited. However, an entity 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, can invest only under the Government route. Further, in the event of the transfer of ownership of any existing or future FDI in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within this restriction/purview, such subsequent change in beneficial ownership will also require Government approval.

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 FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI and (iv) documentation, reporting requirements and other conditions as may be specified by the RBI in consultation with the Central Government, are adhered for such transfers

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For details, see “*Issue Procedure*” on page no. 195 of this Draft Prospectus.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Application for do not exceed the applicable limits under laws or regulations.

SECTION XI – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

1. The regulations contained in Table F of the first schedule to the Companies Act, 2013 (hereinafter referred as Table F) shall apply to this Company in so far as are applicable to Public Company and are not amended, modified or substituted by the following Articles, which shall be the regulations for the management of the company.

Interpretation

2. In the interpretation of these Articles, unless repugnant to the subject or context:-
- a) “The company” or “this company” means **ADESHWAR MEDITEX LIMITED** ⁽¹⁾
 - b) “**The Act**” means the Companies Act 2013, or any statutory modification or re- enactment thereof for the time being in force.
 - c) “**Auditor**” means and includes those persons appointed as such for the time being by the Company.
 - d) “**Board Meeting**” means meeting of the Directors duly and constituted or as the case may be, the Directors assembled at a Board.
 - e) “**Capital**” means the share capital for the time being raised or authorized to be raised, for the Company.
 - f) “**Debenture**” includes the Debenture stock.
 - g) “**Directors**” means the directors of the company and includes persons occupying the position of directors by whatever names called.
 - h) “**Dividend**” includes bonus.
 - i) **Gender:** Word importing the masculine gender also includes the feminine gender.
 - j) In Writing or Written: “**In Writing**” or “**Written**” includes printing, lithography and other modes of representing or reproducing words in a visible form.
 - k) Member: “**Member**” means the duly registered holder from time to time of the shares of the Company and includes the subscriber to the Memorandum of the Company.
 - l) Meeting or Annual General Meeting: “**Annual General Meeting**” means a General Meeting of the members duly called and constituted and any adjourned holding thereof in accordance of section 96 of the Act.
 - m) Meeting or Extra-Ordinary general meeting: “**Extra-Ordinary General Meeting**” means Extraordinary General meeting of the Members duly called and constituted and any adjourned holding thereof.
 - n) Month: “**Month**” means a calendar month
 - o) Office: “**Office**” means the registered office for the time being of the Company.
 - p) Paid up: “**Paid up**” includes credited as paid up.
 - q) Persons: “**Persons**” includes corporation and firms as well as individuals.
 - r) Register of members: “**Register of member**” means the Register of members to be kept pursuant to the Act.
 - s) The Registrar: “**The Registrar**” means the Registrar of the Companies (as defined under Section 2(75) of the Act of the state in which the office of the Company is for the time being situated.
 - t) Officer: “**Officer**” includes any director, manager or secretary, or any person in accordance with whose direction or instruction the board of Director or any or more of the directors is accustomed to act.
 - u) Share: “**Share**” means share in the share capital of a company and includes stock except where a distinction between stock and share is expressed or implied.
 - v) Special Resolution: “**Special Resolution**” shall have the meaning assigned thereto by section 114 of Companies Act, 2013.
 - w) Year and Financial Year: “**Year**” means the calendar year and “financial year” shall have the meaning assigned thereto by section 2(41) of the Act.

Public Company

3. The company is a Public Company within the meaning of section 2(71) of the Companies Act, 2013.

Share capital and variation of rights

4. (i) The Authorised Share Capital of the Company shall be as laid down in Memorandum of Association of the Company.
- (ii) Subject to the provisions of the Companies Act 2013 and the applicable Rules made there under, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.

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5. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:—
- (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The company may issue new share certificates pursuant to consolidation or sub-division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. 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.

11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

12. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- (iii) The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.

13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

14. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

15. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

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- (iv) The option or right to make call on shares shall not be given to any person except with the sanction of the Company in General Meetings. That is, it may delegate power to make calls on shares subject to approval of the shareholder in a general meeting of the company.
17. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
21. The Board—
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

Transfer of shares

22. (i) The Company shall use a Common form of transfer. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
23. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
24. The Board may decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

25. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

26. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer 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.

Transmission of Shares

27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of Shares

31. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice

on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

32. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
34. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
35. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
36. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
37. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of Capital

38. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. The Authorised Share Capital shall be as per the clause V (a) of Memorandum of Association of the company.
39. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) increase its authorised share capital by such amount as it thinks expedient.
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

40. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

41. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

42. (i) The company in general meeting may, upon the recommendation of the Board resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, Securities Premium Accounts or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Dematerialisation of Securities

44. **For the purpose of this Article:-**

"Beneficial Owner": Beneficial Owner shall have the meaning assigned thereto in section 2(1)(a) of the Depositories Act, 1996.

"Depositories Act": Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository": Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

"Member": Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.

"Security": Security shall mean such security as may be specified by SEBI.

"Dematerialisation of Securities": Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.

"Option to hold securities in physical form or with depository": Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.

"Beneficial Owner may opt out of a Depository": Every person holding securities of the company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.

"Securities in Depositories to be in fungible form": All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

"Rights of depository and beneficial owners": A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.

Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.

"Transfer of securities": Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 56 of the Companies Act, 2013 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

"Register and Index of beneficial owners": The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

"Other matters": Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialisation of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.

Notwithstanding anything contained in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or disks.

Nomination

45. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of Section 58A of the Act.

Buy-Back of Shares

46. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

47. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.
48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at General Meetings

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- (iii) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

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- (iv) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
 - (v) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

- 50. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

- 51. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
 - (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- 52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 53. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
 - (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 54. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 55. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 56. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 57. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

58. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
60. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

61. The minimum number of Directors shall be 3 and maximum number of directors shall be 15.
The following shall be the First Directors of the Company:
1. Siddharth Mulchand Talati
 2. Sitanshi Siddharth Talati
62. (i) Subject to the provisions of the Act, the Company may pay any remuneration, as determined by the Board of Directors / General Meeting to all or any of its Directors for the services rendered by them / him in day to day management of the affairs of the company or any other type of services, whether professional in nature or not, for any of the purposes of the company, either by a fixed sum on monthly or annual basis and / or perquisites and / or a percentage of the profits or otherwise as may be determined by the Board or the members in General Meeting.

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

63. The Board may pay all expenses incurred in getting up and registering the company.
64. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
65. 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.
66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
67. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

68. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) Subject to the Articles herein, a director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- (iii) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (iv) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
72. A committee may elect a Chairperson of its meetings.
73. 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.
74. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
75. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
76. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive

officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

Managing Director

79. The business of the Company may be carried on by the Managing Director(s) who may be appointed by the Board of Directors / members in their General Meeting, from time to time who shall fix the terms, qualifications, remuneration, duties, authorities and powers. The Board may from time to time and subject to the provisions of the Act delegate to the Managing Director(s) such of their powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time, revoke, withdraw, alter or vary all or any of the powers conferred on him or dismiss him from office and appoint another in his place.
80. Subject to the provisions of section 179 and 180 of the Companies Act, 2013, the Managing Director of the Company, if any, shall be empowered to carry on the day to day business affairs of the Company. He shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds and things which in the ordinary course of business may be considered necessary/proper or in the interest of the Company.

The Seal

81. (i) The Board shall provide for the safe custody of the seal.
(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

82. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
83. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
84. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
85. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

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- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
86. 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.
87. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent
88. 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.
89. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
90. No dividend shall bear interest against the company.
91. No unclaimed Dividend shall be forfeited before the claim becomes barred by law, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

Accounts

92. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding Up

93. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
94. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
95. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

96. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION XII – 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 Draft Prospectus) which are or may be deemed material will be attached to the copy of the Draft Prospectus which will be delivered to the RoC for registration. Copies of the above mentioned contracts and also the documents for inspection referred to here under, 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 Bid/Issue Closing Date.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts

- 1) Memorandum of Understanding dated March 24, 2021 between our Company and the Lead Manager.
- 2) Memorandum of Understanding dated March 26, 2021 between our Company and the Registrar to the Issue.
- 3) Escrow Agreement dated [●] between our Company, the Lead Manager, Escrow Collection Bank(s) / Sponsor Bank and the Registrar to the Issue.
- 4) Market Making Agreement dated March 24, 2021 between our Company, the Lead Manager and Market Maker.
- 5) Underwriting Agreement dated March 24, 2021 between our Company, the Lead Manager and the Market Maker.
- 6) Tripartite agreement between the CDSL, our Company and the Registrar to the Issue dated March 22, 2021.
- 7) Tripartite agreement between the NSDL, our Company and the Registrar to the Issue dated March 22, 2021.

B. Material Documents

- 1) Certified true copies of the updated Memorandum and Articles of Association of our Company, as amended from time to time.
- 2) Copy of Certificate of Incorporation dated April 02, 2007 issued under the name Adeshwar Meditix Private Limited by Registrar of Companies.
- 3) Copy of Fresh Certificate of Incorporation dated March 09, 2021 issued by Registrar of Companies consequent to name change from Adeshwar Meditix Private Limited to Adeshwar Meditix Limited pursuant to the conversion of our Company into a Public Limited Company.
- 4) Resolution of the Board of Directors dated March 17, 2021 in relation to the Issue.
- 5) Resolution of the Shareholders of our Company, passed at the Extra Ordinary General Meeting held with a shorter notice on March 17, 2021 in relation to the Issue.
- 6) Statutory Auditor's report for Restated Financials dated March 26, 2021 included in this Draft Prospectus.
- 7) The Statement of Tax Benefits dated March 26, 2021 from our Statutory Auditors included in this Draft Prospectus.
- 8) Consents of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Banker(s) to the Company*, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Banker to the Issue*, Underwriters and Market Maker to act in their respective capacities.

**The aforesaid will be appointed prior to filing of the Prospectus with RoC and their consents as above would be obtained prior to the filing of the Prospectus with RoC.*

- 9) Due Diligence Certificate(s) dated [●] to SEBI by the Lead Manager.
- 10) Approval from BSE vide letter dated [●] to use the name of BSE in this Offer Document for listing of Equity Shares on the SME Platform of the BSE Limited.

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 Draft 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 Draft Prospectus are true and correct.

Signed by the Directors of our Company

Siddharth Talati
Chairperson & Managing Director

Ashalata Raut
Whole-time Director

Krishnojirao Nagaraja Rao
Whole-time Director

Sucheta Talati
Non-Executive Director

Hajari Lal Saini
Non-Executive Independent Director

Vijay Garg
Non-Executive Independent Director

Signed by the Chief Financial Officer of our Company

Shreyas Jajoo
Chief Financial Officer

Signed by the Company Secretary and Compliance Officer of our Company

Anushree Tekriwal
Company Secretary and Compliance Officer

Date : March 30, 2021

Place : Mumbai