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## AARADHYA DISPOSAL INDUSTRIES LIMITED

Corporate Identification Number: U21098MP2014PLC032173

RED HERRING PROSPECTUS

Dated: July 25, 2025

Please read section 26 and 32 of the Companies Act, 2013

100% Book Built Issue

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website
Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas-455001, Madhya Pradesh, India.	NA	Ms. Surabhi Modi Company Secretary and Compliance Officer	<b>Email:</b> <a href="mailto:cs@aaradhyadisposalindustriesltd.in">cs@aaradhyadisposalindustriesltd.in</a> <b>Tel.:</b> +91-7880132743	<a href="http://www.aaradhyadisposalindustriesltd.in">www.aaradhyadisposalindustriesltd.in</a>

### PROMOTERS OF OUR COMPANY

MR. SUNIL MAHESHWARI, MR. ANIL MAHESHWARI AND MRS. SHASHI MAHESHWARI

### DETAILS OF ISSUE TO PUBLIC

Type	Fresh Issue Size (Rs. in Lakhs)	OFS Size (Rs. in Lakhs)	Total Issue Size (Rs. in Lakhs)	Eligibility
Fresh Issue	Up to 38,88,000 Equity Shares aggregating to Rs. [●] Lakhs.	NA	Up to 38,88,000 Equity Shares aggregating to Rs. [●] Lakhs.	The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. pursuant to Regulation 229(2) of SEBI ICDR Regulations.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

### RISKS IN RELATION TO THE FIRST ISSUE

The face value of the Equity Shares is Rs. 10 each. The Issue Price, Floor Price or Price Band as determined by our Company in consultation with the BRLM and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under the chapter titled “Basis for Issue Price” beginning on page 103, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in 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 Red Herring Prospectus. Specific attention of the investors is invited to refer the chapter titled “Risk Factors” beginning on page 27.


### ISSUER’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring 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 Red Herring 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 Red Herring 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, once issued through this Red Herring Prospectus, are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited. In terms of the Chapter IX of the SEBI ICDR Regulations, 2018 as amended from time to time. For the purpose of this Issue, the Designated Stock Exchange will be the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”). Our Company has received an in-principle approval letter dated March 27, 2025 from NSE.

### BOOK RUNNING LEAD MANAGER

Name and Logo	Contact Person	Email and Telephone
<b>KHAMBATTA SECURITIES LIMITED</b> 	Mr. Chandan Mishra	<b>Email:</b> <a href="mailto:ipo@khambattasecurities.com">ipo@khambattasecurities.com</a> <b>Tel.:</b> +91-9953989693, 0120-4415469

### REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	Email and Telephone
<b>BIGSHARE SERVICES PRIVATE LIMITED</b> 	Mr. Babu Raphael	<b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Tel.:</b> 022-62638200

### BID/ ISSUE PROGRAMME

BID/ ISSUE OPENS ON*	MONDAY, AUGUST 04, 2025
BID/ ISSUE CLOSES ON*	WEDNESDAY, AUGUST 06, 2025**

\*Our Company in consultation with the BRLM may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

\*\*The UPI mandate end time and date shall be at 5.00 p.m. on Bid/Issue Closing Day.



## AARADHYHA DISPOSAL INDUSTRIES LIMITED

Our Company was originally incorporated as 'Aaradhyha Disposal Industries Private Limited' as a private limited company under the Companies Act, 1956 on January 16, 2014 pursuant to a Certificate of Incorporation bearing CIN: U21098MP2014PTC032173 issued by the Registrar of Companies, Gwalior. Thereafter, our Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on September 05, 2024 consequent to which the name of our Company changed from 'Aaradhyha Disposal Industries Private Limited' to 'Aaradhyha Disposal Industries Limited' and a fresh Certificate of Incorporation bearing CIN U21098MP2014PLC032173 was issued by the Registrar of Companies, Gwalior ("RoC") on October 28, 2024.

**Registered Office:** Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas-455001, Madhya Pradesh, India.

**Tel.:** +91-7880132743; **Email:** [cs@aaradhyadisposalindustriesltd.in](mailto:cs@aaradhyadisposalindustriesltd.in); **Website:** [www.aaradhyadisposalindustriesltd.in](http://www.aaradhyadisposalindustriesltd.in)

**Contact Person:** Ms. Surabhi Modi, Company Secretary & Compliance Officer

**PROMOTERS OF OUR COMPANY: MR. SUNIL MAHESHWARI, MR. ANIL MAHESHWARI AND MRS. SHASHI MAHESHWARI**

### DETAILS OF THE ISSUE

INITIAL PUBLIC ISSUE OF UP TO 38,88,000\* EQUITY SHARES OF FACE VALUE OF Rs. 10 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF Rs. [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF Rs. [●] PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO Rs. [●] LAKHS ("ISSUE / OFFER"). THIS ISSUE INCLUDES A RESERVATION OF UP TO 1,94,400\* EQUITY SHARES AGGREGATING TO Rs. [●] LAKHS FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

\*Subject to finalization of basis of allotment.

THE PRICE BAND WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER ("BRLM") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER, FINANCIAL EXPRESS AND ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER, JANSATTA AND INDORE EDITION OF VINAY UJALA, HINDI BEING THE REGIONAL LANGUAGE OF MADHYA PRADESH WHERE THE REGISTERED OFFICE OF OUR COMPANY IS SITUATED, EACH WITH WIDE CIRCULATION, AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE BID/ ISSUE OPENING DATE WITH THE RELEVANT FINANCIAL RATIOS CALCULATED AT THE FLOOR PRICE AND THE CAP PRICE SHALL BE MADE AVAILABLE TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", REFERRED TO AS THE "STOCK EXCHANGE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

In case of any revision in the Price Band, the Bid/ Issue Period will be extended by at least three additional working days after such revision in the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of one working day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the respective websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are mandatorily required to participate in this Issue only through an Application Supported by Blocked Amount ("ASBA") process, providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid amount will be blocked by the Self Certified Syndicate Banks or the Sponsor Bank. For further details, please refer to the chapter titled "Issue Procedure" beginning on page 281.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10. The Issue Price, Floor Price or the Price Band 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 active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this 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 offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Red Herring Prospectus. Specific attention of the investors is invited to refer the chapter titled "Risk Factors" beginning on page 27.

### ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring 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 Red Herring 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 Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

### LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited. Our Company has received an in-principle approval letter dated March 27, 2025 from NSE for using its name in the Offer Document for listing of our Equity Shares on the Emerge Platform of National Stock Exchange of India Limited For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited.

#### BOOK RUNNING LEAD MANAGER TO THE ISSUE

#### REGISTRAR TO THE ISSUE



**KHAMBATTA SECURITIES LIMITED**  
806, 8th Floor, Tower-B, World Trade Tower,  
Noida Sector-16, Uttar Pradesh-201301, India.  
**Tel.:** +91-9953989693, 0120-4415469  
**Email:** [ipo@khambattasecurities.com](mailto:ipo@khambattasecurities.com)  
**Investor Grievance Email:**  
[mbcomplaints@khambattasecurities.com](mailto:mbcomplaints@khambattasecurities.com)  
**Website:** [www.khambattasecurities.com](http://www.khambattasecurities.com)  
**Contact Person:** Mr. Chandan Mishra  
**SEBI Registration No.:** INM000011914



**BIGSHARE SERVICES PRIVATE LIMITED**  
S6-2, 6th Pinnacle Business Park, Mahakali Caves  
Road, next to Ahura Centre, Andheri East, Mumbai-400093, Maharashtra, India.  
**Tel.:** 022-62638200  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance Email:**  
[investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Mr. Babu Raphael  
**SEBI Registration No.:**  
INR000001385

### BID/ ISSUE PROGRAMME

**BID/ ISSUE OPENS ON\*: MONDAY, AUGUST 04, 2025**

**BID/ ISSUE CLOSES ON\*: WEDNESDAY, AUGUST 06, 2025\*\***

\*Our Company in consultation with the BRLM may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

\*\*The UPI mandate end time and date shall be at 5.00 p.m. on Bid/Issue Closing Day.

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## SECTION – I GENERAL

### DEFINITIONS AND ABBREVIATIONS

In this Red Herring Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

#### Company Related Terms

Terms	Description
AoA / Articles / Articles of Association	The articles of association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Company, constituted on November 18, 2024 in accordance with Section 177 of the Companies Act, 2013, as described in the chapter titled “ <i>Our Management</i> ” beginning on page 179.
Auditors / Statutory Auditors / Peer Reviewed Auditors	The Statutory Auditors of our Company, currently being M/s S R A M & Co., having their office at A-3, Third Floor, L.M. Complex, Tower Chowk Freeganj, Ujjain-456010, India.
Bankers to our Company	Axis Bank Limited and Yes Bank Limited.
Board of Directors / Board / Directors (s)	The Board of Directors of Aaradhya Disposal Industries Limited, including all duly constituted Committees thereof as the context may refer in the chapter titled “ <i>Our Management</i> ” beginning on page 179.
Chief Financial Officer /CFO	The Chief Financial Officer of our Company is Mr. Anil Maheshwari.
Corporate Social Responsibility Committee	The Corporate Social Responsibility Committee of our Company, constituted on November 18, 2024 in accordance with Section 135 and the rules made thereunder of the Companies Act, 2013, as described in “ <i>Our Management</i> ” beginning on page 179.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company is Ms. Surabhi Modi.
Corporate Identification Number / CIN	U21098MP2014PLC032173.
Equity Shares	Equity Shares of our Company of face value of Rs.10/- each fully paid-up.
Equity Shareholders / Shareholders	Persons/ entities holding Equity Share of our Company.
Executive Directors	Executive Directors are the Managing Director & other Directors other than Non- Executive Directors and Independent Directors of our Company.
Group Entities/ Group Companies	In terms of SEBI ICDR Regulations, the term “ <i>Group Companies/ Entities</i> ” includes companies/ entities with which there were related party transactions as disclosed in the Restated Standalone Financial Statements as covered under the applicable accounting standards, any other companies as considered material by our Board, in accordance with the Materiality Policy and as disclosed in chapter titled “ <i>Our Group Entities</i> ” beginning on page 201.
Independent Director(s)	Independent Directors on the Board, and eligible to be appointed as an independent director under the provisions of Companies Act and SEBI LODR Regulations. For details of the Independent Directors, please refer to the chapter titled “ <i>Our Management</i> ” beginning on page 179.
ISIN (Equity)	International Securities Identification Number. In this case being INE124401014.



Terms	Description
Key Management Personnel / KMP	Key Managerial Personnel of our Company in terms of Section 2(51) of the Companies Act, 2013, together with the Key Managerial Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 179.
Managing Director/ MD	The Managing Director of our Company is Mr. Sunil Maheshwari.
Materiality Policy	The policy adopted by our Board on November 18, 2024 and amended materiality policy dated July 14, 2025 for identification of Group Entities, 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.
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Company, constituted on November 18, 2024 and re-constituted on July 14, 2025 in accordance with Section 178 of the Companies Act, 2013, the details of which are provided in the chapter titled “ <i>Our Management</i> ” beginning on page 179.
Non-Executive Director	A Director not being an Executive Director.
Promoter(s)	Mr. Sunil Maheshwari, Mr. Anil Maheshwari and Mrs. Shashi Maheshwari.
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations as disclosed in the chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 196.
Registered Office	The Registered Office of our Company is situated at Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.
Registrar of Companies /RoC	Registrar of Companies, Gwalior situated at 3rd Floor, Block-A, Sanjay Complex, Jayendra Ganj, Gwalior-474009, Madhya Pradesh, India.
Restated Financial Statements/ Restated Standalone Financial Statements	Restated Financial Statements/ Restated Standalone Financial Statements of our Company for the financial year ended on 2025, 2024 and 2023 (prepared in accordance with the Indian GAAP read with Section 133 of the Companies Act, 2013 and restated in accordance with the SEBI ICDR Regulations) which comprises the restated summary statement of assets & liabilities, the restated summary statement of profit and loss and restated summary statement of cash flows along with all the schedules and notes thereto.
Senior Management Personnel/ SMPs	Senior Management Personnel shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Terms	Description
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee of our Company, constituted on November 18, 2024 and reconstituted on July 14, 2025 in accordance with Section 178(5) of the Companies Act, 2013, the details of which are provided in the chapter titled " <i>Our Management</i> " beginning on page 179.

#### Issue Related Terms

Terms	Description
Addendum	The addendum dated March 24, 2025 to the Draft Red Herring Prospectus, filed by our Company with the Stock Exchange.
Allocation / Allocation of Equity Shares	Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/ Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants.
Allottee(s)	Successful Applicants to whom Equity Shares of our Company are allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.
ASBA Application location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/ applicants(s) in this Issue who apply (ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account has been opened and, in this case, being Axis Bank Limited.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled " <i>Issue Procedure</i> " beginning on page 281.
Bid	An indication to make an offer during the Bid/ Issue Period by an ASBA Bidder pursuant to submission of the ASBA Form, pursuant to submission of the Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Issue Closing Date	The date after which the Designated Intermediaries will not accept any Bids and will be advertised in all editions of the English national newspaper i.e. Financial Express, all editions of the Hindi national newspaper i.e. Jansatta and Indore edition of Vinay Ujala, Hindi being the regional language of Dewas, Madhya Pradesh where the registered office of our Company is situated.

Terms	Description
	Our Company in consultation with the BRLM, may consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchange, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/ Issue Opening Date	The date on which the Designated Intermediaries shall start accepting Bids and will be advertised in all editions of the English national newspaper i.e. Financial Express, all editions of the Hindi national newspaper i.e. Jansatta and in regional language newspaper i.e. Vinay Ujala, Hindi being the regional language of Dewas, Madhya Pradesh where the registered office of our Company is situated.
	The period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bid/ Issue Period	Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/ Issue Period for the QIB Portion One Working Day prior to the Bid/ Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue Opening Date was published, in accordance with the SEBI ICDR Regulations.
	In cases of force majeure, banking strike or similar circumstances, our Company may, in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days.
Bidder/Applicant/ Investor	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
BRLM/ Book Running Lead Manager	Book Running Lead Manager to the Issue, in this case being Khambatta Securities Limited, SEBI Registered Category I Merchant Banker.
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalised and above which no Bids will be accepted.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.

Terms	Description
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE) (Emerge Platform).
Draft Red Herring Prospectus/ DRHP	The Draft Red Herring Prospectus dated December 02, 2024 read with Addendum dated March 24, 2025 filed with Stock Exchange and issued in accordance with section 26 and 32 of the Companies Act, 2013 and filed with the Emerge Platform of NSE under SEBI (ICDR) Regulations.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The Emerge Platform of NSE for Listing of Equity Shares, approved by SEBI as an SME Exchange for listing of equity shares issued under Chapter IX of the SEBI (ICDR).
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account or UPI linked account number held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Issue Price will be finalised and below which no Bids will be accepted.
Fugitive Economic Offender	An individual who has committed the specified offence(s) under the Fugitive Economic Offenders Act, 2018 involving an amount of one hundred crore rupees or more and has absconded from India or refused to come back to India to avoid or face criminal prosecution in India.
General Information Document/GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager.
Individual Investors/ Individual Bidders/ Individual Applicants/ Individual Investors who applies for minimum application size	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their Karta) and ASBA Applicants, are those who shall apply for minimum application size of 2 lots in public issue, provided minimum application size shall be above Rs. 2 lakhs.
Issue / Issue Size/ Initial Public Offer/ Initial Public Issue / Initial Public Offering/ IPO	Public Issue of up to 38,88,000 Equity Shares of face value of Rs. 10/- each fully paid of Aaradhya Disposal Industries Limited for cash at a price of Rs. [●] per Equity Share (including a premium of Rs. [●] per Equity Share) aggregating to Rs. [●] Lakhs.
Issue Agreement	The agreement dated November 16, 2024 between our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price	The price at which the Equity Shares are being offered by our Company under this Red Herring Prospectus being Rs. [●] per Equity Share of face value of Rs.10/- each fully paid.
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being Rs. [●] Lakhs.

Terms	Description
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited.
Market Making Agreement	Market Making Agreement dated April 01, 2025 between our Company, BRLM and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Prabhat Financial Services Limited, who 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 any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved Portion of 1,94,400 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. [●]/- per Equity Share aggregating to Rs. [●] Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue, excluding the Market Maker Reservation Portion, of 36,93,600 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. [●]/- Equity Share aggregating to Rs. [●] lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 88.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India.
Non - Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 03, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Operating cash flow	Operating cash flows activities provides how efficiently our company generates cash through its core business activities.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with ROC containing, <i>inter alia</i> , the Bid/Issue opening and closing dates and other information.
Public Issue Account	Account has been opened with the Banker to the Issue / Public Issue Bank i.e. Axis Bank Limited by our Company to receive monies from the Escrow Account and the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement/ Banker to the Issue Agreement	Agreement dated April 01, 2025 entered into by our Company, the Registrar to the Issue, the Book Running Lead Manager, and the Public Issue Bank/ Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers or QIBs	QIBs, as defined in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations, 2018, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, mutual fund registered with



Terms	Description
	SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund and alternative investment fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 25 crore, pension fund with minimum corpus of Rs. 25 crore, NIF, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Red Herring Prospectus/ RHP	The Red Herring Prospectus dated July 25, 2025 filed with RoC and issued in accordance with section 26 and 32 of the Companies Act, 2013 and filed with the Emerge Platform of NSE under SEBI (ICDR) Regulations.
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Banker to the Issue at which the Refund Accounts opened in case listing of the Equity Shares does not occur, in this case being Axis Bank Limited.
Registrar of Companies/ Roc	Registrar of Companies, Gwalior.
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Bigshare Services Private Limited having registered office at S6-2, 6th Pinnacle business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Maharashtra – 400093, Maharashtra, India.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SCSB/ Self Certified Syndicate Banker.	Shall mean a Banker to the Issue registered under SEBI (Bankers to an Offer) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
Sponsor Bank	Shall mean a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchange and National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the Individual Investors into the UPI.
Syndicate Member	Syndicate Member is an intermediary registered with the Board and who is permitted to accept bids, applications and place orders with respect to the Issue and carry on the activity as an Underwriter. In our case, we have appointed Prabhat Financial Services Limited as a syndicate member.
Syndicate Agreement	The agreement dated April 01, 2025 entered into between our Company, Syndicate Member, BRLM and Registrar to the Issue.
Underwriter	Underwriter to the Issue is Khambatta Securities Limited.
Underwriting Agreement	The agreement dated April 01, 2025 entered into between the Underwriter and our Company.
UPI Mechanism	The bidding mechanism that may be used by an Individual Investors to make an application in the Issue in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.
Unified Payments Interface	It is an instant payment system developed by National Payments Corporation of India which allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's Bank account.
UPI ID	ID created on Unified Payment Interface.

Terms	Description
UPI Mandate Request	A request (intimating the Individual Investors by way of a notification on the UPI application and by way of a SMS directing the Individual Investors to such UPI application) to the Individual Investors initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI PIN	Password to authenticate transaction through UPI mechanism.
Wilful Defaulter	As defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018 which means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Red Herring Prospectus are open for business: - <ol style="list-style-type: none"> <li>However, in respect of announcement of price band and Bid/Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in the Red Herring Prospectus are open for business.</li> <li>In respect to the time period between the Bid/Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holiday in accordance with circular issued by SEBI.</li> </ol>

#### Technical and Industry Terms

Term	Description
Abrasion-resistance	Abrasion resistance is the ability of materials to withstand the effects of abrasion.
ASEAN	Association of Southeast Asian Nations
CAGR	Compounded Annual Growth Rate.
CY	Calendar Year
CII	Confederation of Indian Industry
CMIE	Centre for Monitoring Indian Economy
DPIIT	Department for Promotion of Industry and Internal Trade Policy
ECLGS	Emergency Credit Linked Guarantee Scheme
EPC	Engineering, Procurement and Construction
EPR	Extended Producer Responsibility
ETC	Electronic Toll Collection
E&P	Exploration & Production
EN	European Standards
F&B	Food and Beverage
GDP	Gross Domestic Product
GFCF	Gross Fixed Capital Formation
GSM	Grams Per Square Metre
HR	Human Resources
HSE	Health, Safety and Environmental
IIP	Index of Industrial Production
IPMA	Indian Paper Manufacturers Association
IS	International Standard
ISO	International Standard Organization

IT	Information Technology
LDPE	Low-Density Polyethylene
MSME	Micro, Small and Medium Enterprise
MTPA	Metric Tonne Per Annum
MTR	Material Test Report
NAPCC	National Action Plan on Climate Change
NIC	National Industrial Classification
OGR	Oil and Grease Resistant
OTR	Oxygen Transmission Rate
PE	Polyethylene, is the most commonly produced plastic.
PLA	Polylactic Acid, also known as PLA, is a thermoplastic monomer derived from renewable, organic sources such as corn starch or sugar cane.
PWM	Plastic Waste Management
P & M	Plant and Machinery
QAP	Quality Assurance Plan
QC	Quality Check
QSR	Quick Service Restaurants
R&D	Research and Development
SCAP	Single-Use Plastic Action Plan
SDG	Sustainable Development Goals
TDL	Thermal Direct Litho
TPD	Tonne Per Day
TPI	Third-Party Inspection
WEO	World Economic Outlook

#### Conventional and General Terms/ Abbreviations

Term	Description
A/C	Account
AGM	Annual General Meeting
Articles	Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous Companies law or of this Act.
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
ASBA	Applications Supported by Blocked Amount
B. Com	Bachelor's Degree in Commerce
BIFR	Board for Industrial and Financial Reconstruction
BIS	Bureau of Indian Standards
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CIN	Corporate Identification Number
CMIE	Centre for Monitoring Indian Economy
Companies Act	The Companies Act, 2013 as amended from time to time, including sections of Companies Act, 1956 wherever applicable.
CPCB	Central Pollution Control Board
CPI	Consumer Price Index
CSO	Central Statistical Organization
DB	Designated Branch

Term	Description
D&B	Dun & Bradstreet
Debt Equity Ratio	Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and Equity Share capital plus other equity.
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DTI	Department of Trade and Industry
EBITDA	Earnings before interest, taxes, depreciation and amortisation which has been arrived at by adding interest expense, depreciation expense, exceptional items and total tax expense to the restated profit for the year
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by Revenue from Operations.
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
EPF	Employee Provident Fund
ESG	Environmental, Social and Governance
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings per Share
EU	European Union
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act, as amended from time to time and the regulations framed there under.
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India.
FSSAI	Food Safety and Standards Authority of India
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
F.Y.	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GFCF	Gross Fixed Capital Formation
GOI	Government of India.
GST	Goods & Service Tax
GVA	Gross Value Added
HNI	High Net worth Individual
HUF	Hindu Undivided Family

Term	Description
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time.
Indian GAAP	Generally accepted accounting principles in India.
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards.
IMF	The International Monetary Fund
Ind AS	Indian Accounting Standards
IPC	Indian Penal Code
IPO	Initial Public Offering
IPR	Intellectual Property Right
IRR	Internal Rate of Return
ISIN	International Securities Identification Number
IT	Information Technology
IT Act	The Income-tax Act, 1961 as amended from time to time except as stated otherwise.
IT Rules	The Income-tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint venture
KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 179.
KPI	Key Operational and Financial Performance Indicators
Ltd.	Limited
LLB	Bachelor of Legislative Laws
MBA	Master’s in Business Administration
MCA	Ministry of Corporate Affairs
MD	Managing Director
MoCI	Ministry of Commerce and Industry
MoU	Memorandum of Understanding
N.A. or NA	Not Applicable
NAPCC	National Action Plan on Climate Change
NAV	Net Asset Value
NCCF	Network for Certification and Conservation of Forests
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
Net Debt	Net debt = non-current borrowing + current borrowing – Cash and Cash Equivalent.
NOC	No Objection Certificate
NII	Non-Institutional Investors
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed



Term	Description
	to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
OECD	The Organisation for Economic Co-operation and Development
P.A.	per annum
PAN	Permanent Account Number
PAN India	Presence Across Nation (India-wide)
PAT	Profit After Tax provides information regarding the overall profitability of the Business.
PAT Margin	PAT Margin is calculated as PAT for the financial year divided by revenue from operations.
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
PEFC	Programme for the Endorsement of Forest Certification
PF	Provident Fund
PFCE	Private Final Consumption Expenditure
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
R&D	Research and Development
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
Revenue from operations	Revenue from operation means revenue from sales and other operating revenues.
ROCE	Return on Capital Employed
ROE	Return on Equity
RoNW	Return on Net Worth.
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SDG	Sustainable Development Growth
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
SEBI Regulations/ SEBI ICDR Regulations/ICDR	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Listing Regulations/ SEBI LODR Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Insider Trading Regulations/SEBI PIT Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.

Term	Description
SEBI Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SME	Small and Medium Enterprise
SPOS	Special Pre-Open Session
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	NSE
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
Total Income	Total Income represents the total turnover of our business i.e., Revenue from Operations and Other Income, if any.
UAE	United Arab Emirates
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America
UOI	Union of India
UPI	Unified Payments Interface
Venture Capital Fund(s)/ VCF(s)	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WCR	Working Capital Requirements
WDV	Written Down Value
w.e.f.	With effect from
WPI	Wholesale Price Index
WTD	Whole-Time Director
YoY	Year over Year

Notwithstanding the following: -

- 1) In the section titled '*Main Provisions of the Articles of Association*' beginning on page 324, defined terms shall have the meaning given to such terms in that section;
- 2) In the section titled '*Financial Information*' beginning on page 207, defined terms shall have the meaning given to such terms in that section;
- 3) In the chapter titled "*Statement of Possible Tax Benefits*" beginning on page 109, defined terms shall have the meaning given to such terms in that chapter.

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

### FINANCIAL DATA

Unless stated otherwise, the financial data included in this Red Herring Prospectus are extracted from the restated standalone financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP, and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘*Financial Information*’ beginning on page 207. Our restated standalone financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Red Herring 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 Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the chapters titled “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated standalone financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘*Financial Information*’ beginning on page 207.

### CURRENCY OF PRESENTATION

In this Red Herring Prospectus, references to “Rupees” or “Rs.” or “₹” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten million and ‘billion / bn./ Billions’ means ‘one hundred crores’.

### INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Red Herring Prospectus have been obtained from IMF Global GDP Forecast Release April 2025, IMF Global GDP Forecast Release 2025, D&B Estimates, IMF World Economic Outlook April 2025 update, IMF, OECD, and World Bank, Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics: FY 2025, CMIE Economic Outlook, Indian Pulp & Paper Technical Association, Department for Promotion of Industry and Internal Trade, Annual Report 2023-24, NRAI - The India Food Services Report-2024, Business World - Rise and Evolution of Coffee Culture in India, Ministry of Commerce, D&B analysis, Company Websites, Dun & Bradstreet Insight Based on Syndicated Research Report. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although we believe that industry data used in this Red

Herring Prospectus is reliable, it has not been independently verified. Similarly, internal company reports, while believed by us to be reliable, have not been verified by any independent sources.

Further the extent to which the market and industry data presented in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

## FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward-looking statement.

Important factors that could cause actual results to differ materially from our expectations include, among others:

- Our failure to keep pace with changes in technology;
- Price fluctuations in paper prices;
- Increased competition in our Industry;
- Competition from international and domestic companies
- Our ability to attract and retain talented personnel;
- Any disruption in Disposable Paper Industry;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Higher interest outgo on our loans;
- Our ability to successfully implement our growth strategy and expansion plans;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;

For a further discussion of factors that could cause our actual results to differ, refer to the chapters titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on pages 27 and 218 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date. Neither we, our Directors, Underwriter, Merchant Banker 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, the BRLM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.



## SECTION II – SUMMARY OF OFFER DOCUMENT

### SUMMARY OF OUR BUSINESS

Our Company is the manufacturer and supplier of quality paper products that cater to a wide range of industries, both domestically and internationally. With over a decade of expertise, we offer an extensive range of paper-based solutions which mainly includes:

- Paper cup blanks (PE coated, PLA coated and Barrier coated);
- Food Grade Papers such as Greaseproof Paper, Greaseproof 4K Paper, Greaseproof Slip Easy Paper, Wet Strength Greaseproof, OGR (Oil and Grease Resistant) Paper, Vegetable Parchment Paper, TDL (Titanium Di-oxide) Poster Paper etc.

We offer customized solutions tailored to the unique needs of our customers, whether for retail packaging, foodservice use, or commercial printing.

For more details, please refer to the chapter titled “*Our Business*” beginning on page 138.

### SUMMARY OF OUR INDUSTRY

According to Indian Paper Manufacturers Association (IPMA), the Indian paper industry accounts for about 5% of the world’s production of paper. The estimated turnover of the industry is over INR 70,000 crore with domestic market size estimated at INR 800 billion and its contribution to the exchequer is around INR 50 billion. India is the 15<sup>th</sup> largest paper producer in the world. The country has emerged as the fastest growing market when it comes to consumption. The per capita paper consumption in India at around 19 kg.

For more details, please refer to the chapter titled “*Our Industry*” beginning on page 112.

### OUR PROMOTERS

The promoters of our Company are Mr. Sunil Maheshwari, Mr. Anil Maheshwari and Mrs. Shashi Maheshwari.

### SIZE OF ISSUE

<b>Present Issue of Equity Shares by our Company</b>	Up to 38,88,000 Equity Shares of face value of Rs.10/- each for cash at a price of Rs. [●] per Equity Shares aggregating to Rs. [●] Lakhs.
<b>The Issue consists of fresh issue only:</b>	
<b>Of which:</b>	
<b>Issue Reserved for the Market Maker</b>	1,94,400 Equity Shares of face value of Rs.10/- each for cash at a price of Rs. [●] per Equity Shares aggregating to Rs. [●] Lakhs.
<b>Net Issue</b>	36,93,600 Equity Shares of face value of Rs.10/- each for cash at a price of Rs. [●] per Equity Shares aggregating to Rs. [●] Lakhs.

For further details, please refer to the chapter titled “*Terms of the Issue*” beginning on page 267.

### OBJECTS OF THE ISSUE

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

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
1.	Working Capital Requirement	2,000.00
2.	To fund the expansion plan of the Company i.e. Capital expenditure towards purchase of Plant and Machinery and Civil Work	1,585.76

3.	Prepayment of term loans to banks.	160.13
4.	General Corporate Purpose <sup>(1)</sup>	[●]
<b>Total</b>		<b>[●]</b>

<sup>(1)</sup>To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the amount being raised by the Issuer or Rs.10 crore, whichever is less.

For further details, please refer to the chapter titled “Objects of the Issue” beginning on page 88.

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

Set forth is the Pre-Issue and Post-Issue shareholding of our Promoters and Promoter Group as a percentage of the Paid-up Share Capital of our Company:

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital*
(I)	(II)	(III)	(IV)	(V)	(VI)
<b>Promoters</b>					
1.	Sunil Maheshwari	23,98,000	23.40	23,98,000	16.96
2.	Anil Maheshwari	24,00,000	23.41	24,00,000	16.98
3.	Shashi Maheshwari	51,80,000	50.54	51,80,000	36.64
<b>Promoters Group</b>					
4.	Sheela Tapadiya	500	negligible	500	negligible
5.	Mamta Soni	500	negligible	500	negligible
	<b>Total</b>	<b>99,79,000</b>	<b>97.36</b>	<b>99,79,000</b>	<b>70.58</b>

\*Subject to finalization of basis of allotment.

#### AGGREGATE SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT

Sr. No.	Name of the Shareholders	Pre – Issue Shareholding as at the date of Advertisement		Post – Issue Shareholding as at Allotment <sup>(3)</sup>			
		Number of Equity Shares <sup>(2)</sup>	Sharehold ing (in %) <sup>(2)</sup>	At the lower end of the price band (Rs. [●])		At the upper end of the price band (Rs. [●])	
				Number of Equity Shares <sup>(2)</sup>	Sharehold ing (in %) <sup>(2)*</sup>	Number of Equity Shares <sup>(2)</sup>	Sharehold ing (in %) <sup>(2)*</sup>
(I)	(II)	(III)	(IV)	(V)		(VI)	
A. Promoters							
1.	Sunil Maheshwari	23,98,000	23.40	23,98,000	16.96	23,98,000	16.96
2.	Anil Maheshwari	24,00,000	23.41	24,00,000	16.98	24,00,000	16.98
3.	Shashi Maheshwari	51,80,000	50.54	51,80,000	36.64	51,80,000	36.64
Total (A)		99,78,000	97.35	99,78,000	70.58	99,78,000	70.58
B. Promoters Group <sup>(1)</sup>							
1.	Sheela Tapadia	500	negligible	500	negligible	500	negligible
2.	Mamta Soni	500	negligible	500	negligible	500	negligible
Total (B)		1,000	0.01	1,000	0.01	1,000	0.01

Total Shareholding of Promoters and Promoters Group (A+B)		99,79,000	97.36	99,79,000	70.58	99,79,000	70.58
C. Top 10 Shareholders of the Company as at Allotment (other than A & B above)							
1.	KIFS Dealers (Partner - Khandwala Finstock Private Limited)	50,000	0.49	50,000	0.35	50,000	0.35
2.	Kapoor Infrahome Private Limited	30,000	0.29	30,000	0.21	30,000	0.21
	VS Fyncore Private Limited	30,000	0.29	30,000	0.21	30,000	0.21
	Sygnific Corporate Solutions Private Limited	30,000	0.29	30,000	0.21	30,000	0.21
3.	Narendra Kumar Daga	20,000	0.20	20,000	0.14	20,000	0.14
	Tarun Moonat	20,000	0.20	20,000	0.14	20,000	0.14
	Shilpa Moonat	20,000	0.20	20,000	0.14	20,000	0.14
4.	Rechael Lakhotia	15,000	0.15	15,000	0.11	15,000	0.11
	Sandeep Jain & Sons HUF	15,000	0.15	15,000	0.11	15,000	0.11
5.	Ankit Jain	10,000	0.10	10,000	0.70	10,000	0.70
	Saumya Lakhotia	10,000	0.10	10,000	0.70	10,000	0.70
	Rajat Goyal HUF	10,000	0.10	10,000	0.70	10,000	0.70
	Sandeep Mittal & Sons HUF	10,000	0.10	10,000	0.70	10,000	0.70
6.	Ajay Tapadia	500	negligible	500	negligible	500	negligible
	Chetanya Soni	500	negligible	500	negligible	500	negligible
Total (C)		2,71,000	2.64	2,71,000	1.92	2,71,000	1.92

\*Subject to finalization of basis of allotment.

#### Notes:

1. The Promoter Group shareholders are Sheela Tapadia and Mamta Soni.
2. Includes all options that have been exercised until date of this Red Herring Prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of this Red Herring Prospectus.
3. Based on the Issue price of Rs. [●] and subject to finalization of the basis of allotment.

#### SUMMARY OF RESTATED STANDALONE FINANCIAL STATEMENTS

The details are as follows:

(Rs. in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Share Capital	1,025.00	499.00	499.00
Reserves and Surplus	1,921.59	1,169.10	770.52
Net worth	2,946.59	1,668.10	1269.52
Revenue from Operations	11,369.15	7,393.48	8,414.63

Profit after Tax	1,027.39	398.59	214.48
Earnings Per Share – Basic (in Rs.)	10.14	3.99	2.15
Earnings Per Share – Diluted (in Rs.)	10.14	3.99	2.15
NAV per Equity Shares (in Rs.) (after bonus)	28.75	16.27	12.39
Long-Term Borrowings	1,166.20	1,446.15	1,656.86
Short-Term Borrowings	2,799.88	3,073.70	2,317.97

## QUALIFICATIONS OF AUDITORS

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

## SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

A summary of pending legal proceedings and other material litigations involving our Company, Directors, Promoters, Group Entities and KMPs is provided below:

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/ Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved (to the extent ascertainable) (Rs. in Lakhs)
<b>Company</b>						
Litigations by our Company	04	Nil	-	Nil	01	21.36
Litigations against our Company	01	06	Nil	Nil	Nil	38.96
<b>Directors and Promoters</b>						
Litigations by our Directors and Promoters	01	Nil	-	Nil	01	17.83
Litigations against our Directors and Promoters	Nil	05	Nil	Nil	Nil	6.15
<b>Group Entities</b>						
Litigations by our Group Entities	Nil	Nil	Nil	Nil	Nil	Nil
Litigations against our Group Entities	Nil	03	Nil	Nil	Nil	1.86
<b>Key Managerial Personnel of our Company</b>						
Litigations by our KMPs	Nil	Nil	Nil	Nil	Nil	Nil

Litigations against our KMPs	Nil	01	Nil	Nil	Nil	1.24
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**Note:** The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.

For further details, please refer to the chapter titled as “Outstanding Litigations and Material Development” beginning on page 230. Further, in addition to that, there could be other litigations & claims filed against the Company, Directors, Promoters, Group Entities and Key Managerial Personnel of our Company, which the Company may not be aware of as on the date of this Red Herring Prospectus.

## RISK FACTORS

For details relating to risk factors, please refer to the chapter titled “Risk Factors” beginning on page 27.

## SUMMARY OF CONTINGENT LIABILITIES OF OUR COMPANY

The details of Contingent Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 are as follows:

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
<b>Contingent liabilities in respect of:</b>			
Guarantees given by the Company (including group companies/ entities)	1,823.30	2,319.00	1,934.00
Traces Defaults	5.33	6.29	1.75
Income Tax Demand outstanding	29.32	29.32	29.32
GST Demand for F.Y.19-20	7.63	8.82	8.82
<b>Total</b>	<b>1,865.58</b>	<b>2,363.42</b>	<b>1,973.88</b>

For further details, please refer to the chapter titled “Restated Standalone Financial Statements” beginning on page 207.

## SUMMARY OF RELATED PARTY TRANSACTIONS

As required under Accounting Standard 18 “Related Party Disclosures” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

Particulars	Names of related parties	Nature of Relationship
<b>Directors and Key Management Personnel (KMP)</b>	Shri. Sunil Maheshwari	Managing Director
	Smt. Shashi Maheshwari	Executive Director
	Shri. Anil Maheshwari	Director & CFO (Appointed w.e.f. 29th October, 2024)
	Mr. Narendra Kabra	Independent Director (Appointed w.e.f. 15th November, 2024)
	Mr. Siddharth Mahajan	
	Mr. Uttam Maheshwari	
	Mr. Dharmendra Pawar	
	Ms. Surabhi Modi	CS (Appointed w.e.f. 29th October, 2024)
<b>Enterprises in which KMP/Relatives of KMP can exercise</b>	Food Pack Industries Pvt. Ltd. (FPIPL)	Mr. Anil Maheshwari have 50% Directorship in this Company
	Aaradhya Paper and Packaging Industries Pvt. Ltd. (APPIPL)	Group Company
	Sri Kriscon Industries	Proprietorship of Mr. Chetanaya Soni



significant influence		(Relative of Director)		
	Maheshwari Disposal	Proprietorship of Mrs. Ritu Maheshwari (Wife of Director Mr. Anil Maheshwari)		
Relative of KMP	Smt. Ritu Maheshwari	Wife of Director (Mr. Anil Maheshwari)		
	Su. Shri. Saloni Maheshwari	Daughter of Director (Mr. Sunil Maheshwari)		
	Mr. Chetanya Soni	Sister's son (Mr. Sunil Maheshwari and Mr. Anil Maheshwari)		
(i) Transactions with Director in KMP		31-Mar-25	31-Mar-24	31-Mar-23
<b>1</b>	<b>Shri. Sunil Maheshwari</b>			
	Director Remuneration given	32.50	30.00	30.00
	Director Remuneration Payable (Cr.)	3.42	3.64	2.84
	<b>Opening Balance of Loan given to the company</b>	<b>0.71</b>	<b>2.74</b>	<b>204.06</b>
	Loan given to the company during the year	33.60	29.30	70.30
	Repayment of loan by the company	(14.88)	(31.33)	(271.62)
	<b>Closing Balance (Cr.)</b>	<b>19.42</b>	<b>0.71</b>	<b>2.74</b>
	Reimbursement of Expenses	2.94	-	-
<b>2</b>	<b>Smt. Shashi Maheshwari</b>			
	Director Remuneration given	26.50	24.00	24.00
	Director Remuneration Payable (Cr.)	3.74	0.66	1.05
	<b>Opening Balance of Loan given to the company</b>	<b>10.80</b>	<b>14.50</b>	<b>8.25</b>
	Loan given to the company during the year	11.30	7.30	14.50
	Repayment of loan by the company	(5.41)	(11.00)	(8.25)
	<b>Closing Balance (Cr.)</b>	<b>16.70</b>	<b>10.80</b>	<b>14.50</b>
<b>3</b>	<b>Shri. Anil Maheshwari</b>			
	Director Remuneration given	15.00	-	-
	Director Remuneration Payable (Cr.)	3.97		
	<b>Opening Balance of Loan given to the company</b>	<b>-</b>	<b>-</b>	<b>-</b>
	Loan given to the company during the year-	8.65	-	-
	Repayment of loan by the company	(0.15)	-	-
	<b>Closing Balance (Cr.)</b>	<b>8.50</b>	<b>-</b>	<b>-</b>
	Reimbursement of Expenses	0.10	-	-
<b>4</b>	<b>Ms. Surabhi Modi</b>			
	Remuneration given	2.03	-	-
<b>5</b>	<b>Mr. Narendra Kabra</b>			
	Director Sitting Fees	0.15	-	-
	Director sitting fees Payable(cr.)	0.15	-	-

<b>6</b>	<b>Mr. Siddharth Mahajan</b>			
	Director Sitting Fees	0.10	-	-
	Director sitting fees Payable(cr.)	0.10	-	-
<b>7</b>	<b>Mr. Uttam Maheshwari</b>			
	Director Sitting Fees	0.10	-	-
	Director sitting fees Payable(cr.)	0.10	-	-
<b>8</b>	<b>Mr. Dharmendra Pawar</b>			
	Director Sitting Fees	0.15	-	-
	Director sitting fees Payable(cr.)	0.15	-	-
<b>(ii) Transactions with Relatives of KMP</b>				
<b>9</b>	<b>Smt. Ritu Maheshwari</b>			
	<b>Opening Balance of Loan given to the company</b>	<b>271.00</b>	<b>352.50</b>	<b>35.00</b>
	Loan given to the company during the year-	0.00	17.25	317.50
	Repayment of loan by the company	0.00	98.75	-
	<b>Closing Balance (Cr.)</b>	<b>271.00</b>	<b>271.00</b>	<b>352.50</b>
<b>10</b>	<b>Food Pack Industries Pvt. Ltd. (FPIPL)</b>			
	Purchases made during the year	5,111.95	2,150.36	2,036.82
	Sales made during the year	12.56	769.36	-
	Job work charges during the period/year	0.00	0.00	-
	Closing balances of Advances Dr. (Cr.)	0.00	0.00	0.00
	Closing balances of Trade Payables (Cr.)	306.10	87.44	0.00
	Closing balances of Trade Receivables (Dr.)	0.00	0.00	0.00
<b>11</b>	<b>Aaradhya Paper and Packaging Industries Pvt. Ltd. (APPIPL)</b>			
	Purchases made during the year	22.20	0.00	0.00
	Sales made during the year	0.00	20.90	89.30
	Closing balances of Advances Dr. (Cr.)	0.00	0.00	0.00
	Closing balances of Trade Payables (Cr.)	0.00	0.00	0.00
	Closing balances of Trade Receivables (Dr.)	0.00	0.00	0.00
<b>12</b>	<b>Sri Kriscon Industries</b>			
	Purchases including freight charges made during the year	31.88	89.84	67.74
	Sales made during the year	364.56	497.06	153.46
	Job work Charges during the period/year	0.00	0.70	3.48
	Stationery & Printing Exp	0.18	0.00	0.00
	Closing balances of Advances Dr.(Cr.)	0.00	0.00	0.00

	Closing balances of Trade Payables (Cr.)	0.00	0.00	0.00
	Closing balances of Trade Receivables (Dr.)	0.00	0.00	7.22
<b>13</b>	<b>Maheshwari Disposal</b>			
	Purchases made during the year	982.19	924.44	488.46
	Sales made during the year	27.10	216.59	153.48
	Job work charges during the period/year	0.00	0.00	0.00
	Closing balances of Advances Dr.(Cr.)	0.00	0.00	0.00
	Closing balances of Trade Payables (Cr.)	0.00	473.23	0.00
	Closing balances of Trade Receivables (Dr.)	0.00	0.00	0.00
<b>14</b>	<b>Ms. Saloni Maheshwari</b>			
	Salary given	4.75	-	-
	<b>Salary payable (cr.)</b>	<b>1.88</b>	-	-
	<b>Opening Balance of Loan given to the company</b>	<b>2.00</b>	<b>2.00</b>	<b>2.00</b>
	Loan given to the company during the year-	1.90	-	-
	Repayment of loan by the company	-	-	-
	<b>Closing Balance (Cr.)</b>	<b>3.90</b>	<b>2.00</b>	<b>2.00</b>
<b>15</b>	<b>Mr. Sumit Maheshwari</b>			
	<b>Opening Balance of Deposits given to the company</b>	-	-	-
	Deposits given to the company during the year-		75.00	-
	Repayment of Deposits by the company	-	(75.00)	
	<b>Closing Balance (Cr.)</b>	-	-	-

**Notes :-**

**\* Sales & Purchases & services showing net of GST and net of return.**

1. List of Related parties has been identified by the management and relied upon by the Auditor.
2. In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

For further details, please refer to the chapter titled “*Restated Standalone Financial Statements*” beginning on page 207.

## **FINANCING ARRANGEMENTS**

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

## **WEIGHTED AVERAGE PRICE OF EQUITY SHARES ACQUIRED BY OUR PROMOTERS IN LAST ONE YEAR**

Our Promoters have not acquired any equity shares in the last one year from the date of this Red Herring Prospectus.

## AVERAGE COST OF ACQUISITION OF PROMOTERS

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
1.	Mr. Sunil Maheshwari	23,98,000	5.37
2.	Mr. Anil Maheshwari	24,00,000	4.98
3.	Mrs. Shashi Maheshwari	51,80,000	4.84

*Note: The Average Cost of Acquisition of Equity Shares by the Promoters of the Company has been certified by M/s S R A M & Co., the Statutory Auditor, vide its certificate dated July 15, 2025 bearing UDIN: 25076979BMHUCG6453.*

## DETAILS OF PRE-IPO PLACEMENT

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

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

Our Company has not issued any share in the last one year from the date of this Red Herring Prospectus.

## SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

Our Company has not undertaken a split or consolidation of the Equity Shares in the one (1) year preceding the date of this Red Herring Prospectus.

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

Our Company has not filed any application to SEBI with regard to exemption from complying with any provisions of securities laws.

### SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. You should carefully consider all of the information in this Red Herring Prospectus when available, particularly the chapters titled “Our Business”, “Our Industry” “Restated Standalone Financial Statements” and related notes thereon and “Management’s Discussions and Analysis of Financial Conditions and Results of Operations” beginning on pages 138, 112, 207 and 218 respectively and the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also have an adverse impact on our business, results of operations, cash flows and financial condition. If any or a combination of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations, cash flows and financial condition may be adversely affected, the price of the Equity Shares could decline, and you may lose all or part of your investment.*

*In making an investment decision, as prospective investors, you must rely on your own examination of us and the terms of the Issue, including the merits and the risks involved. You should consult your tax, financial, legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. To obtain a complete understanding of our business, you should read this chapter in conjunction with the chapters titled “Our Industry”, “Our Business”, and “Restated Standalone Financial Statements” beginning on pages 112, 138 and 207 respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus.*

*This Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including the considerations described in this section and elsewhere in this Red Herring Prospectus.*

*The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.*

*Unless otherwise stated, the financial information of our Company used in this section is derived from our audited financial statements prepared as per Indian GAAP, as restated.*

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

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and.*

*Some events may not be material at present but may have a material impact in future. The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.*

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

## Internal Risk Factors:

- Our Company, its Promoters, Directors, Group Entities and Key Managerial Personnel are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company, its Promoters, Directors, Group Entities and Key Managerial Personnel are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Company, its Promoters, Directors, Group Entities and Key Managerial Personnel as on the date of this Red Herring Prospectus along with the amount involved, to the extent quantifiable, based on the amended materiality policy for litigations, as approved by the Company in its Board meeting held on July 14, 2025.

Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoters	Material civil litigations	Aggregate amount involved (to the extent ascertainable) (Rs. in Lakhs)
<b>Company</b>						
Litigations by our Company	04	Nil	Nil	Nil	01	21.36
Litigations against our Company	01	06	Nil	Nil	Nil	38.96
<b>Directors and Promoters</b>						
Litigations by our Directors and Promoters	01	Nil	Nil	Nil	01	17.83
Litigations against our Directors and Promoters	01	05	Nil	Nil	Nil	6.15
<b>Group Entities</b>						
Litigations by our Group Entities	Nil	Nil	Nil	Nil	Nil	Nil
Litigations against our Group Entities	Nil	03	Nil	Nil	Nil	1.86
<b>Key Managerial Personnel of our Company</b>						
Litigations by our KMPs	Nil	Nil	Nil	Nil	Nil	Nil
Litigations against our KMPs	Nil	01	Nil	Nil	Nil	1.24

There can be no assurance that these litigations will be decided in favour of our Company, its Promoters/Director, Group Entities and/or Key Managerial Personnel, respectively, and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and

liabilities. As on the date of this Red Herring Prospectus, our Company has not created any provisions related to the above litigations filed against the Company.

If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

For the details of such outstanding litigations, please refer to the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 230.

**2. *A portion of our revenues are generated from exports. Any adverse changes in the conditions affecting these exports and our inability to grow our business in new geographic markets may adversely impact our business, results of operations, profitability and margins, cash flows and financial condition.***

Details of our revenue from operations for sale of products in the domestic and export markets for the financial years indicated are set out below:

(Rs. in Lakhs)

Particular	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from operations	11,369.15	7,393.48	8,414.63
Export Sale of products	1,354.12	801.62	2,031.87
As a percentage of revenue from operations (in %)	11.91	10.80	24.15

*Note: Revenue from operations represents total sale of products excluding other operating income.*

For country wise revenue break up kindly refer to the chapter titled “Our Business” beginning on page 159.

The observed decrease in export revenue, which can primarily be attributed to aggressive pricing strategies adopted by Chinese competitors for products similar to ours. China's exporters have significantly reduced their prices in the global market, creating intense price competition. This has impacted the demand for our products and resulted in a decline in our export volumes. Additionally, the aggressive pricing has exerted pressure on our profit margins, as maintaining competitiveness in such an environment has necessitated price adjustments for our offerings.

A significant portion of our revenues is derived from exports majorly Gulf Cooperation Council (GCC) countries. Geopolitical tensions, war-like situations, trade restrictions, or adverse changes in diplomatic relations between India and these nations could severely impact our export operations.

Over-reliance on a specific geographical region for exports increases vulnerability to external factors beyond the Company's control. To reduce this dependency, we are diversifying our customer base across other international markets. Additionally, we are building a buffer inventory and maintaining flexible logistics arrangements to adapt to potential disruptions.

Accordingly, we may face additional risks with establishing and conducting operations in new geographic locations, including:

- Compliance with a range of laws, regulations and practices, including uncertainties associated with government actions, change in laws, regulations and practices and their interpretations;
- Uncertainties in relation to any new local distribution network;
- Increased advertising and brand building expenditure; and
- Political, economic and social instability.

Competing successfully in international markets may require additional resources due to the unique aspects of each geographic market. Some of our competitors in such markets may have greater resources which may make their products more competitive than ours. We cannot assure you that we will be able to grow our business in such new geographic markets. The risk involved in entering new markets and expanding operations may be higher than expected, and we may face significant competition in such markets. We have limited or no experience in such



markets. Our inability to grow our business in such additional geographic areas could have a material adverse effect on our business, results of operations, profitability and margins, cash flows and financial condition.

3. ***An increase in the cost of raw materials or a shortfall in the availability of raw materials such as Paper Cup Board, Craft Paper, Granules for PE and PLA coating, Ink and Food Grade Chemicals – OGR, OTR and MTR from our suppliers due to various reasons could have a material adverse effect on our business, results of operations, cash flows and financial condition as we may not be able to pass on such costs to our customers.***

We primarily depend on third party suppliers for the supply of reasonably priced and quality raw materials such as Paper Cup Board, Craft Paper, Granules for PE and PLA coating, Ink and Food Grade Chemicals – OGR, OTR and MTR in the quantities required by us.

Set out below is the cost of raw materials consumed including as a percentage of our revenue from operations for the financial years indicated.

(Rs. in Lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cost of raw materials consumed	9,779.80	6,218.82	7,997.89
Revenue from Operations	11,369.15	7,393.48	8,414.63
Cost of raw materials consumed as a % of revenue from operations	86.02	84.11%	95.05%

Our suppliers may be unable to provide us with sufficient quantity of raw materials at a suitable price or within the required time for us to meet the demand for our products we may experience volatility in the cost or availability of raw material such as Paper Cup Board, Craft Paper, Granules for PE and PLA coating, Ink and Food Grade Chemicals – OGR, OTR and MTR. The price and availability of raw materials for our products depend on several factors beyond our control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, and government policies.

If these suppliers discontinue their relationship with our Company, we may be unable to procure raw materials from alternate sources in a timely fashion and on commercial acceptable terms. Any disruption in the procurement of raw materials could have a material adverse effect on our business, results of operations, cash flows and financial conditions.

Any increase in prices of raw materials could have an impact on our working capital as we would require additional funds to procure the necessary raw materials at the higher prices through internal accruals or additional borrowings. As a result, we may be required to allocate a larger portion of our working capital towards purchasing raw materials to maintain our production levels. This increased in prices towards purchase of raw material can potentially strain our working capital availability.

4. ***We have experienced fire outbreak in our manufacturing facility on May 05, 2023. We regularly work with flammable materials and activities in our operation which can be dangerous and could cause injuries to people or property.***

The nature of our business involves working with highly flammable materials such as paper and chemical coatings, making the risk of fire a critical concern. On May 05, 2023, our manufacturing unit experienced a fire outbreak caused by a short circuit. This tragic incident led to the loss of two workers' lives and also damage to stocks i.e., raw material in the fiscal year 2024. Additionally, a legal case was filed against our Promoter & Managing Director, Mr. Sunil Maheshwari and Factory Manager in connection with this incident, however the matter has since been disposed of by the Civil Judge Class-1 and Chief Judicial Magistrate vide Order dated July 04, 2025.

The combination of paper-based raw materials, operational machinery, and electrical equipment increases the likelihood of fire hazards in manufacturing units. Inadequate safety protocols or equipment can exacerbate such risks.

These accidents can cause personal injury and loss of life or destruction of property and equipment as well as environmental damage. In addition, the loss or shutting down of our facility resulting from any accident in our operations could disrupt our business operations and adversely affect our results of operations, financial condition and reputation. We could also face claims and litigation filed on behalf of persons alleging injury predominantly due to occupational exposure to hazards at our facility. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, financial condition, results of operations and cash flows could be adversely affected.

However, our Company has taken the following steps in order to mitigate such risks:

1. Installation of additional water tanks, including underground tanks and terrace tanks, to ensure an adequate water supply for fire fighting purposes.
2. The size of the existing doors has been enlarged to facilitate easy and swift evacuation of workers in the event of an emergency, ensuring enhanced safety and compliance with emergency protocols.
3. The factory infrastructure has been upgraded to include more civil works and iron sheds, replacing materials prone to catching fire, such as plywood walls, PPE materials, and plastic shades.
4. The height of the factory shed has been increased to approximately 35 feet to allow smoke to escape easily, minimizing the risk of suffocation in the event of a fire.
5. The number of fire extinguishers within the factory has been significantly increased to ensure quick and effective response in case of a fire outbreak.

These measures underscore the Company's commitment to worker safety and operational risk management. Further, we remain vigilant and are continuously enhancing safety protocols to ensure a secure working environment.

**5. *Our Company has reported certain negative cash flows from its investing activities and financing activities, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company had reported certain negative cash flows from its investing activities and financing activities in previous years as per the restated standalone financial statements and the same are summarised as under:

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Cash flow from Investing Activities	4.74	(576.18)	(1,136.67)
Cash flow from Financing Activities	(591.17)	365.59	1,014.52

**Cash outflow from Investing Activities:**

Net cash flow from investing activities for the Fiscal 2024 was Rs. (576.18) lakhs, primarily due to acquisition of property, plant and equipment amounting to Rs. 577.23 lakhs. During the fiscal 2023 it was Rs. (1,136.67) Lakhs, primarily on account of acquisition of property, plant and equipment of Rs. 1,631.96 lakhs.

**Cash outflow from Financing Activities:**

During the Fiscal 2025, net cash outflow from financing activities was Rs. (591.17) lakhs, primarily due to repayment of short-term borrowing amounting to Rs. 273.82 lakhs, and repayment of Long Term Borrowing amounting to Rs. 279.95 lakhs and Finance Cost of Rs. 288.50 Lakhs, partly offset by Cash inflow of Rs. 251.10 lakhs from the receipt of share application money from investors against the preferential issue of equity shares.

For further information, please refer to the "Cash flow based on Restated Standalone Financial Statements" and "Management's Discussion and Analysis of Results of Operations and Financial Condition — Cash Flows" on pages F-9 and 218 respectively.

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. We cannot assure you that our net cash flows will be positive in the future. If our Company is not able

to generate sufficient cash flows to finance our projects, make new capital expenditure, make new investments or fund other liquidity needs, it may adversely affect our business and result of financial operations.

**6. Restated Standalone Financial Statements disclosed in the Draft Red Herring Prospectus may differ from that of disclosed in this Red Herring Prospectus**

The restated financial information disclosed in the Draft Red Herring Prospectus (“DRHP”) dated December 02, 2024 for the period ended August 31, 2024 and for the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022, may differ from the restated standalone financial statements that is disclosed in this Red Herring Prospectus (“RHP”) for the financial years March 31, 2025, March 31, 2024 and March 31, 2023.

These changes have arisen due to the following reasons:

- Receipt of the government subsidies of Rs. 47.43 lakhs in FY 2024-25 that relates to FY 2023-24.
- The tax amount has been recalculated due to increase in taxable income.
- Some reclassification of foreign exchange gain/ (loss).
- There are certain typographical errors in the disclosure of related party transactions, specifically in the amount of purchases from related parties, as presented in the Draft Red Herring Prospectus (“DRHP”), which have been rectified and accurately reflected in this Red Herring Prospectus (“RHP”). While these errors were unintentional and have since been corrected in line with the restated standalone financial statements.

The following changes/adjustments have been incorporated in respect to the related party disclosure for the financial years ended March 31, 2024 and March 31, 2023, as compared to the Draft Red Herring Prospectus (“DRHP”) dated December 02, 2024:

**For the financial year 2023-24:**

(Rs. in Lakhs)

Related Party Name	As per Previous Restated Standalone Financials Statements dated November 18, 2024	As per Restated Standalone Financials Statements issued on June 12, 2025	Nature of Change	Reason for Changes
Sri Kriscon Industries	1,539.71	89.84	Error correction in purchase figure.	The purchase of packing material amounting to Rs. 14.65 lakhs were erroneously reported as Rs. 1,464.61 lakhs. This error has now been corrected.
Sri Kriscon Industries	3,822.15	497.06	Error correction in sales figure.	The job work amounting to Rs. 33.59 lakhs were erroneously reported as Rs. 3,358.68 lakhs. This error has now been corrected.

**For the financial year 2022-23:**

(Rs. in Lakhs)

Related Party Name	As per Previous Restated Standalone Financials Statements issued on November 18, 2024	As per Restated Standalone Financials Statements issued on June 12, 2025	Nature of Change	Reason for Changes
Sri Kriscon Industries	42.17	67.74	Error correction in purchase figure.	The purchase of raw material amounting to Rs. 25.57 lakhs was not reported in the previously issued restated standalone

				financial statements. The same has now been duly corrected.
Food Pack Industries Private Limited	1,711.65	2,036.82	Error correction in purchase figure.	The purchase of raw material amounting to Rs. 325.17 lakhs was not reported in the previously issued restated standalone financial statements. The same has now been duly corrected.

*Note: The above-mentioned details have been certified by M/s S R A M & Co., our Statutory Auditor, dated July 15, 2025 bearing UDIN: 25076979BMHUCM5215.*

7. ***We derive a significant portion of our revenue from our top 5 & top 10 customers. The loss of one or more such customers, the deterioration of their financial condition or prospects, or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.***

We depend on a limited number of customers, which exposes us to a risk of customer concentration. The table below sets out our revenue from our top 05 customers and top 10 customers, on the basis of revenue contribution, including as a percentage of revenue from operations for the financial years indicated.

(Rs. in Lakhs)

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount	%*	Amount	%*	Amount	%*
Top 05 Customers	4,729.08	41.60	3,179.82	43.00	2,742.19	32.59
Top 10 Customers	6,444.98	56.69	4,079.27	55.17	3,595.62	42.73

\*% of Revenue from Operations.

We expect that we will continue to be reliant on our key customers for the foreseeable future. The loss of any of our key customers for any reason (including delay in fulfilling existing orders; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship) could adversely affect our business, results of operations, cash flows and financial condition.

While we are generally not responsible for shortage of products that leave our facility and maintain an insurance policy to cover various risks during the transit of goods, we cannot assure you that our customers will not claim other deficiencies in our products. Our sales from period to period may fluctuate significantly as a result of changes in our customers' vendor preferences or the discontinuation of, or a lack of commercial success of any products of our Company.

Accordingly, if we fail to retain these customers on terms that are commercially reasonable or if there is any significant reduction in the volume of business with such customers, it could materially and adversely affect our business, results of operations, cash flows and financial condition.

8. ***Our manufacturing capacity may not reach their installed capacity and we may also be unable to effectively utilize our expanded manufacturing capacities.***

As on date of this Red Herring Prospectus, we have one operational manufacturing facility located in Dewas at Madhya Pradesh which has two Plants/Units (E-1 and E-2) with a total installed capacity of 15,000 MTPA as of March 31, 2025.

The table below sets forth details of the installed capacity and capacity utilization at our Facility.

Sr. No.	Year	Manufacturing Unit Location	Area covered by the facility (in Sq. Ft.)	Products	Installed Production Capacity per annum (MT)	Capacity Utilization (MT)	Capacity Utilization (in %)
1.	March 31, 2025	Plot E-1 and E-2, Industrial Area	52,151	Paper Cup Blanks, Bottoms	15,000	12,626.35	84.17

2.	March 31, 2024	No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.		and Food Grade Papers	12,000	9,621.55	80.18
3.	March 31, 2023				9,000	7,946.79	88.30

As per the certificate issued by N. K. Maheshwari, Chartered Engineer, by way of their certificate dated June 10, 2025.

For further details in relation to our manufacturing/infrastructure facility, please refer to the chapter titled as “Our Business” beginning on page 139.

Our profitability depends on our ability to maintain sufficient levels of capacity utilization. Capacity utilization is affected by our product mix, our ability to accurately forecast customer demand, to carry out uninterrupted operations, industry/ market conditions as well as overhead costs and manufacturing costs. In the event that there is a decline in the demand for our products, or if we face prolonged disruptions at our manufacturing facility including due to interruptions in the supply of water, electricity or as a result of labour unrest, or are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization of our manufacturing facility, resulting in operational inefficiencies which could have a material adverse effect on our business, results of operations, profitability and margins, cash flows and financial condition.

**9. Our business is largely concentrated in two states i.e. Madhya Pradesh and Gujarat (“States”) and is affected by various factors associated with these states.**

Our existing Units are located at Plot E-1 & E-2, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India, which is strategically located for the procurement of raw materials and to reduce transportation cost. This proximity enables ease of logistics, power, water supply and raw materials for our operations in Unit I.

Geographical revenue distribution from these two states for preceding three financial years are as under:

(Rs. in Lakhs)

State	FY 2024-25		FY 2023-24		FY 2022-23	
	Amount	%*	Amount	%*	Amount	%*
Madhya Pradesh	6,986.28	61.45	5,196.55	70.29	4,150.84	49.33
Gujarat	2,383.97	20.97	568.75	7.69	834.03	9.91
<b>Total</b>	<b>9,370.25</b>	<b>82.42</b>	<b>5,765.30</b>	<b>77.98</b>	<b>4,984.87</b>	<b>59.24</b>

\* % of total revenue from operations.

This concentration of our business in these states are subjects us to various risks, including but not limited to:

- regional slowdown in manufacturing activities;
- vulnerability to change of policies, laws and regulations or the political and economic environment of States;
- constraint on our ability to diversify across states;
- Export disruptions due to geopolitical tensions, trade disputes, sanctions or changes in diplomatic relations between nations;
- Exchange rate volatility impacting profitability.

Any such adverse development affecting continuing operations at our manufacturing facility 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. Further, continuous addition of industries in and around our manufacturing facility without commensurate growth of its infrastructural facility may put pressure on the existing infrastructure therein, which may adversely affect our business.

**10. Our Company procures more than 85% of its total raw material requirements mainly from five suppliers, any dispute with them or any delay/ disruption/ strike/ lock-outs in their business operation could have a material adverse effect on our business, production, sales and financial condition.**

As we procure more than 85% of our raw material requirements mainly from five suppliers, this significant reliance for the supply of raw material exposes us to substantial operational risks. Any disruption in the supply chain, whether due to operational inefficiencies, financial difficulties, regulatory issues, or other unforeseen circumstances, could severely impact our ability to maintain consistent production levels increased lead times, and potential revenue loss due to our inability to meet customer demand.

Furthermore, our limited sourcing options may leave us vulnerable to price volatility in raw material markets and fluctuations in pricing policies or terms set between the parties.

A brief bifurcation of purchases made by our Company for the financial years 2024-25, 2023-24 and 2022-23 is as follows:

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Total Purchases	9,871.66	6,064.07	7,684.05
Purchase from Top 05 Suppliers	8,668.30	5,491.27	6,626.40
Purchase from Top 05 Suppliers in % of Total Purchases	87.81	90.55	86.25
Purchases from other suppliers	1,203.36	572.80	1,057.65
Purchases from other suppliers in % of Total Purchases	12.19	9.45	13.76

Though, we rely significantly on our top five suppliers for raw materials, *out of which two of our major suppliers being our group entities namely, Food Pack Industries Private Limited and Maheshwari Disposal, which accounts for approximately 60% (annually) of our total purchases.* This strong association mitigates the challenges of procuring raw materials.

A brief bifurcation of purchases made by our Company from its group entities, Food Pack Industries Private Limited and Maheshwari Disposal for the financial year 2024-25, 2023-24 and 2022-23 is as follows:

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Total Purchases	9,871.66	6,064.07	7,684.05
Purchase from Food Pack Industries Private Limited	5,111.95	2,150.36	2,036.82
Purchase from Food Pack Industries Private Limited in % of Total Purchases (A)	51.78	35.46	26.51
Purchases from Maheshwari Disposal	982.19	924.44	488.46
Purchase from Maheshwari Disposal in % of Total Purchases (B)	9.95	15.24	6.36
<b>Total A+B (in %)</b>	<b>61.73</b>	<b>50.70</b>	<b>32.87</b>

*On the basis of certificate dated June 12, 2025 issued by M/s. S R A M & Co., Statutory Auditors vide UDIN number: 25076979BMHUCW8976, all the above transactions have been executed on arm's length basis.*

We usually buy the raw material i.e. paper from the above group entities to secure ourselves from price fluctuations in paper industry. The uncertainty associated with our reliance on informal supply arrangements may pose a material risk to our operational continuity and financial performance.

There are only a few paper manufacturing companies in India, and for the specific grade of paper we use, the options are even more limited. Additionally, these paper companies sell through distributors, each with a fixed quantity quota. For example, we purchase from a distributor of one paper manufacturing company, and other manufacturers will not supply to us. Since, we have expanded over the past two years, our paper requirements



have increased. As a result, we have started utilizing our group companies to procure paper from other manufacturers.

Further, we have not experienced any disruption in supply with any of our key suppliers in the past, for further information in respect of the top 10 suppliers of raw material for the fiscals 2025, 2024 and 2023, kindly refer to the chapter titled as “Our Business” beginning on page 156.

**11. We may not be able to protect our “Proprietary Technology” and prevent the unauthorised use, which could harm our business.**

We rely on proprietary technology; however, no patent has been applied to protect this technology. We may in the future become party to additional, intellectual property infringement proceedings. Companies, including our competitors, or individuals, may hold or obtain patents, trademarks or other proprietary or intellectual property rights that would prevent, limit or interfere with our ability to make, use, develop, sell, or market our products, which could make it more difficult for us to operate our business.

While we have not been subject to any intellectual property claims and are not aware of any unauthorised use of our intellectual property by third parties in the past three Fiscals, monitoring unauthorised use of our intellectual property is difficult and costly, and we cannot assure you that the steps we have taken or will take will prevent misappropriation of our intellectual property. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources.

Such incidents could erode our competitive advantage, adversely affect our market position, and result in potential financial and reputational losses. Additionally, our inability to secure patent protection may hinder our ability to defend our technology against infringement claims, impacting our business operations and growth prospects.

Kindly refer to our “Competitive Strengths - Advanced Technology Machineries” in the chapter titled “Our Business” beginning on page 151.

**12. A portion of our revenues and expenses are denominated in foreign currencies. As a result, we are exposed to foreign currency exchange risks and regulatory changes in foreign exchange management which may adversely impact our results of operations.**

Apart from our operations in India of which our sales are denominated in Indian Rupees, we also sell our Products in other countries and receive payments in foreign currencies. Fluctuation in foreign currencies exchange rates could have adverse effects on our business, results of operations and financial condition.

Details of export are as under:

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Total Revenue from Operations	11,369.15	7,393.48	8,414.63
Export Sale	1,354.12	801.62	2,031.87
Export as % of total revenue from operations	11.91%	10.84%	24.15%

For the details in respect of exports, kindly refer “Our Strategies: Presence in International market” in the chapter titled “Our Business” beginning on page 159.

Export destination countries may also enter into free trade agreements or regional trade agreements with countries other than India. Such agreements and alteration of existing tax treaties may lead to increased competition or may even place us at a competitive disadvantage compared to manufacturers in other countries. India is also a party to, and is currently negotiating, free trade agreements with several countries including the United Kingdom and if we



export our products to such countries, any revocation or alteration of current or future bilateral agreements may also adversely affect our ability to export. Occurrence of any of these events may adversely affect our business, financial condition and results of operations. Further, changes in import policies or an economic slowdown in countries to which we export our products may have a significant adverse impact on our business, financial condition and results of operations. Further, the GoI notifies policies providing fiscal benefits on exports and imports from time to time and any discontinuance or non-availability of such fiscal benefits enjoyed by us or our inability to comply with related requirements may have an adverse effect on our business and results of operations.

Any change in the rates and/or the scheme structure announced by GoI can have material adverse effect on our results of operation or financial condition. We cannot assure you that we will successfully obtain such a license every time and/or will subsequently be able to comply with the requirements prescribed thereunder.

**13. *Company has lodged the Insurance claim in past. Our insurance coverage may not be adequate to protect us against all material risks.***

During the FY 2023-24, Company has lodged the Insurance claim of Rs. 659.39 lakhs which is pending for realization as on the date of filing of this Red Herring Prospectus.

The nature of our business involves working with highly flammable materials such as paper and chemical coatings, making the risk of fire a critical concern. On May 05, 2023, our manufacturing unit experienced a fire outbreak caused by a short circuit. This tragic incident led to the loss of two workers' lives and also damage to stocks i.e., raw material in the fiscal year 2024. Additionally, a legal case was filed against our Promoter & Managing Director, Mr. Sunil Maheshwari and Factory Manager in connection with this incident, however, the matter has since been disposed of by the Civil Judge Class-1 and Chief Judicial Magistrate *vide* Order dated July 04, 2025.

Our principal type of insurance coverage includes amongst others, vehicle insurance, industrial all risk policy and group personal accident policy.

We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at an acceptable cost, or at all.

To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our business, results of operations, cash flows and financial condition could be adversely affected. Also refer to the chapter titled “Our Business—Insurance” beginning on page 164.

**14. *Our business is working capital intensive. If we experience insufficient cash flows to meet required payments on our working capital requirements, there may be an adverse effect on the results of our operations.***

Our Company proposes to utilize Rs. 2,000.00 lakhs of the Net Proceeds for our estimated working capital requirements. We will utilize Rs. 2,000.00 lakhs in Fiscal 2026. The balance portion of working capital requirements, if any, shall be met from the working capital facilities availed/ to be availed and internal accruals. For details, please refer to the chapter titled “Objects of the Issue” beginning on page 88.

Working capital for the last three financial years of the Company is given below:

(Rs. in Lakhs)

Particulars	Fiscal 2025 (Actual)	No. of days	Fiscal 2024 (Actual)	No. of days	Fiscal 2023 (Actual)	No. of days
<b>Current Assets</b>						
Inventories	2,286.81	73	1,513.78	75	1,794.65	78

Trade Receivables	2,283.51	73	1,550.78	77	1,608.23	70
Short-Term Loans and Advances	420.63		458.24		352.13	
Other Current Assets	659.39		659.39		0.00	
<b>Total Current Assets (A)</b>	<b>5,650.34</b>		<b>4,182.19</b>		<b>3,755.01</b>	
<b>Current Liabilities</b>						
Trade Payables	788.37	32	607.85	35	648.08	32
Other Current Liabilities	109.76		130.50		284.53	
Short Term Provisions	393.80		127.28		77.20	
<b>Total Current Liabilities (B)</b>	<b>1,291.93</b>		<b>865.63</b>		<b>1,009.81</b>	
<b>Total Working Capital Requirements (A+B)</b>	<b>4,358.41</b>		<b>3,316.56</b>		<b>2,745.20</b>	
<b>Funding Pattern</b>						
<b>Working Capital Funding from Banks and Financial Institutions</b>	<b>2,506.69</b>		<b>2,680.23</b>		<b>1,936.94</b>	
<b>Capital, Internal Accruals</b>	<b>1,851.72</b>		<b>636.33</b>		<b>808.26</b>	

We require a significant amount towards working capital requirements which is based on certain assumptions, and accordingly, any change of such assumptions would result in changes to our working capital requirements. A significant amount of working capital is required to finance the purchase of raw materials and trade receivables.

As a result, we may continue to avail debt in the future to satisfy our working capital requirements. Our working capital requirements may increase if we undertake larger or additional order from our customers or if payment terms do not include advance payments or such contracts have payment schedules that shift payments toward the end of a project or otherwise increase our working capital burden.

**15. Our existing Manufacturing Facility and Registered Office are located in Madhya Pradesh and any adverse changes in the conditions affecting the region can adversely impact our business, results of operations, profitability and margins, cash flows and financial condition.**

As on the date of this Red Herring Prospectus, we have one operational manufacturing facility, which is located in Dewas, Madhya Pradesh. Our Registered Office is also located in Madhya Pradesh.

Purpose	Area (in Sq. Ft.)	Address
Registered Office & Manufacturing Unit-1	33,745	<b>Aaradhya Disposal Industries Limited</b> Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.
Manufacturing Unit-2	18,406	<b>Aaradhya Disposal Industries Limited</b> Plot E-2, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.

Our success depends on our ability to successfully manufacture and deliver our products to meet our customer demand. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, obsolescence, terrorist attacks, earthquakes, other natural disasters and industrial accidents and similar events. Which impact our ability to operate our manufacturing facility at optimum utilizations.

The concentration of all of our operations in Madhya Pradesh heightens our exposure to adverse developments related to regulation, as well as political or economic, demographic and other changes in Madhya Pradesh as well as the occurrence of natural and man-made disasters, which may adversely affect business, financial condition

and results of operations. Our manufacturing operations require significant labour and are also reliant on government policies in terms of taxes, duties and incentives made applicable by the state government. As a result, any unfavourable policies of the state government or local government in this region, could adversely affect our business, financial condition and results of operations.

While we have not experienced any major disruptions at our operations due to adverse developments in Madhya Pradesh in the last three Fiscals, we cannot assure you that there will not be any such disruptions in the future.

**16. There have been instances of delays of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 2013 to the Registrar of Companies.**

In the past, there have been certain instances of delays in filing statutory forms under the Companies Act, 1956/ 2013 with the RoC, which have been subsequently filed on payment of additional fees as per law. Further, the company has filed all the forms which were pending for filing, the delay in filing these forms was not intentional and was primarily due to a lack of understanding of the relevant laws and regulations. Additionally, technical issues experienced on the MCA's V3 portal contributed to the delay in filing certain forms.

**Following are the list of delays in filing of ROC Forms for preceding 3 financial years\*:**

Financial Year	Form No.	Date of filing	Normal Fees (in Rs.)	Additional Fee/ Penalty Paid (in Rs.)
2024-25	DIR-12	22/04/2025	600	6,000
	INC-27	01/10/2024	600	600
	GNL-2	01/10/2024	600	600
	GNL-2	01/10/2024	600	600
	ADT 1	27/11/2024	600	6,000
	ADT 3	25/11/2024	600	6,000
	ADT 1	16/11/2024	600	2,400
2023-24	AOC-4	16/11/2024	600	1,800
	DPT-3	1/12/2024	600	6,000
2022-23	DPT-3	1/12/2024	600	7,200
	AOC-4 XBRL	08/07/2024	600	25,300
	MGT-7	11/07/2024	600	22,500
	CHG-1	12/08/2022	600	3,600
	CHG-1	14/08/2022	600	3,600

*\*As per the certificate issued by Agrawal & Maheshwari, Company Secretaries dated July 16, 2025 vide UDIN number F004988G000794326.*

There have also been instances wherein the disclosures made in statutory filings done under Companies Act, 1956/ 2013 are incomplete or erroneous in nature, and revised filing for the same has not been done by our Company. Additionally, there have been instances where e-forms were required to be filed with the RoC but were not filed by the Company on the due date. No show cause notice in respect to the above (non-filing, delayed filing and erroneous filing) has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. Our Company may be required to file/ re-file the e-forms not filed/ erroneously filed, as the case may be, with late fees and penalties. Our Company and its Directors and Key Managerial Personnel may face action against above non-filing, delayed filing or erroneous filing, which may cause a material effect on our results, operations and financial position. Our Company has appointed a Company Secretary & Compliance Officer for statutory compliances, however, it cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same.

We will ensure timely compliance in the future, we have appointed a qualified Company Secretary and practising Company Secretary to oversee all legal and compliance matters and will make sure to timely comply with all the requirements under the relevant laws and regulation.

- 17. *There have been certain instances of delays in payment of certain statutory dues by us. Any further delays in payment of statutory dues may attract financial penalties from the respective government authorities and in turn may have a material adverse impact on our financial condition and cash flows.***

During the preceding three Financial Years, we have had instances of delays in the payment of certain statutory dues with respect employee provident fund contributions, which have all been paid as on the date of this Red Herring Prospectus. The table below sets forth the details of the statutory dues paid by us in relation to our employees for the periods indicated:

**Details of delay filing of EPF return**

**For F.Y 2024-25**

Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay
1.	September, 2024	15/10/2024	16/10/2024	01
2.	May, 2024	15/06/2024	18/06/2024	03

**For F.Y 2023-24**

Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay
1.	March, 2024	15/04/2024	16/04/2024	01
2.	January, 2024	15/02/2024	22/02/2024	07
3.	December, 2023	15/01/2024	19/01/2024	04
4.	September, 2023	15/10/2023	19/10/2023	04
5.	August, 2023	15/09/2023	16/09/2023	01
6.	May, 2023	15/06/2023	21/06/2023	06

**For F.Y 2022-23**

Sr. No.	For the Month	Due Date	Deposit of PF (Date of return filing)	No. of Days delay
1.	March, 2023	15/04/2023	18/04/2023	03
2.	February, 2023	15/03/2023	17/03/2023	02
3.	May, 2022	15/06/2022	18/06/2022	03

These delays were primarily due to the administrative and technical errors. We have since taken steps such as channelling more resources towards improving our administrative systems and training our staff to rectify such delays. However, there can be no assurance that such delays may not arise in the future. This may lead to financial penalties from respective government authorities. While we have been required to make payment of fines/penalties for delays in payment of such statutory dues, wherever applicable, these have not been material in nature. However, we cannot assure you that we will not be subject to such penalties and fines in the future which may have a material adverse impact on our financial condition and cash flows.

**18. *We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and we may experience delays in obtaining, renewing or maintaining such licenses or permits or be unable to obtain such licenses and approvals.***

Our manufacturing activities are subject to government regulation, and we are required to obtain a number of statutory and regulatory permits and approvals under central and state government rules in the geographies in which we operate. Some of the permits and approvals for our manufacturing facility are valid only for a definite period of time and require renewal. If we do not receive such approvals or are not able to renew the approvals in a timely manner, our business and operations may be adversely affected.

For further information on the nature of approvals and licenses required for our business and for information on the material approvals applied for, please refer to the chapter titled “Government and Other Statutory Approvals” beginning on page 247. A majority of these approvals, including, inter alia, the consent to operate under the environmental laws, are granted for a limited duration and require renewal from time to time. These approvals, licenses, registrations and permissions may be subject to numerous conditions. If we fail to obtain some or all of these approvals or licenses, or renewals thereof, in a timely manner or at all, or if we fail to comply with applicable conditions or it is claimed that we have breached any such conditions, our license or permission for carrying on a particular activity may be suspended or cancelled and we may not be able to carry on such activity, which could adversely affect our business, results of operations, cash flows and financial condition. Any inability on our part to adequately detect and rectify any defects in our internal controls and compliance systems which in turn assist in ensuring compliance with regulatory or statutory requirements, may impact our ability to accurately comply and obtain necessary consents and approvals. While there has been no instance where we failed to obtain regulatory approvals in the last three Fiscals which had an adverse impact our operations, we cannot assure you that such instance will not arise in the future.

Further, while there has been no instance in the last three Fiscals where our license was suspended or cancelled by any regulatory authority which impacted our operations, we cannot assure you that such instance will not arise in the future.

**19. *Our existing manufacturing facility is subject to operating risks. The unexpected shutdown or slowdown of operations at our manufacturing facility could have a material adverse effect on our business, results of operations, cash flows and financial condition.***

Our manufacturing facility is subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities, failure of a supplier to provide us with the raw materials. While we undertake precautions to minimize the risk of any significant operational problems at our plants, there can be no assurance that our business, results of operations, cash flows and financial condition will not be adversely affected by disruption caused by operational problems at our manufacturing facility. Any unscheduled, unplanned or prolonged disruption of our manufacturing operations, including, power failure, fire and unexpected mechanical failure of equipment, performance below expected levels of output or efficiency, obsolescence, labour disputes, strikes, lock-outs, earthquakes and other natural disasters, industrial accidents, any significant social, political or economic disturbances, could reduce our ability to meet the conditions of our contracts and adversely affect sales and revenues from operations in such period. The occurrence of any of these risks could affect our operations by causing production to shut down or slowdown. No assurance can be given that one or more of the factors mentioned above will not occur, which could have a material adverse effect on our results of operations and financial condition.

Any interruption in production may require significant and unanticipated capital expenditure to affect repairs or increase the cost, which could have a negative effect on profitability and cash flows. Any or all of these occurrences could result in the temporary or long-term closure of our manufacturing units, severely disrupt our business operations and materially adversely affect our business, results of operations, cash flows and financial condition. While we have not experienced any major disruptions at our manufacturing facility in the last three Fiscals, we cannot assure you that there will not be any such disruptions in the future.

- 20. We do not own our Registered Office and Manufacturing Facility. Any revocation or adverse changes in the terms of the leave and license/ lease may have an adverse effect on our business, prospects, results of operations and financial condition.**

Our Registered Office and Manufacturing Facility operate entirely on leased premises, we have entered into a lease agreement with the Government of Madhya Pradesh in respect of our Registered Office and Manufacturing Facility.

Details of immovable properties are given herein below:

Sr. No.	Owner	Address	Owned/ Leased	Date of Agreement	Purpose
1.	Governor of Madhya, acting through General Manager, District Trade and Industries Centre, Dewas.	Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.	Leased	May 12, 2014 to May 11, 2044	Registered Office and Manufacturing Unit-1
2.	Governor of Madhya, acting through General Manager, District Trade and Industries Centre, Dewas.	Plot E-2, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.	Leased	June 15, 2018 to June 14, 2048	Manufacturing Unit-2

Any disruption, termination, or adverse re-negotiation of lease agreements could have a material impact on our manufacturing processes, supply chain operations, and overall business continuity, which could have a material adverse effect on our business, prospects, results of operations and financial condition.

For further details, please refer to the chapter titled “Our Business” beginning on page 161.

- 21. We do not have any long-term agreements with our key suppliers for the continuous supply of raw materials. Absence of such agreements leaves us vulnerable to sudden disruptions in supply, potential price increases, or unfavourable adjustments to supply terms, all of which could adversely affect our production schedules and financial stability.**

We do not have any long-term agreements or contracts in place with any of our suppliers that mandate the continuous supply of raw materials. The absence of binding contracts means that our supply arrangements are subject to change at the discretion of the suppliers, potentially without notice. This lack of contractual obligation exposes us to the risk of sudden supply disruptions, price increases, or unfavourable changes in supply terms, which could negatively impact our production schedules and financial stability. In the event that any key supplier decides to discontinue or reduce the supply of raw materials, or if we are unable to secure alternative suppliers on similar terms, our business operations could be significantly compromised. The uncertainty associated with our reliance on informal supply arrangements may pose a material risk to our operational continuity and financial performance.

Further, we have not experienced any disruption in supply with any of our key suppliers in the past, for further information in respect of the top 10 suppliers of raw materials for the fiscals 2025, 2024 and 2023, kindly refer to the chapter titled “Our Business” beginning on page 156-157.

- 22. We do not have long-term agreements with any of our customers, the loss of one or more of them or a reduction in their demand for our products could adversely affect our business, results of operations, financial condition and cash flows.**

We have not entered into long-term agreements with any of our customers. Our relationship with our customers is generally on a non-exclusive basis and accordingly, our customers may choose to cease sourcing our products and choose to source alternative options. Therefore, we cannot assure that we will receive repeat orders from our customers in the future. Additionally, our customers have high and stringent standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers’ expectations and specifications could



result in the cancellation or non-renewal of purchase orders. There are also several factors, other than our performance, that could cause the loss of a customer such as:

- a) increase in prices of raw materials and other input costs;
- b) changes in consumer preferences;
- c) changes in governmental or regulatory policy, etc.

Any of these factors may have an adverse effect on our business, results of operations and financial condition. Further, absence of any contractual exclusivity with respect to our business arrangements with such customers poses a threat on our ability to be able to continue to supply our products to these customers in the future. If we overestimate demand, we may incur costs to purchase more raw materials and manufacture more products than required.

Accordingly, we may face the risk that our customers might not place any order or might place orders of lesser than expected size or may even cancel existing orders or make change in their policies which may result in reduced quantities being manufactured by us. Cancellations, reductions or instructions to delay production (thereby delaying delivery of products manufactured by us) by a significant customer could adversely affect our results of operations by reducing our sales volume, as well as by possibly causing delay in our customers' paying us for the order placed for purchasing the inventory with us which we would have manufactured for them. We may not find any customers or purchasers for the surplus or excess capacity in which case we would be forced to incur a loss.

In addition, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. If we underestimate demand, we may manufacture fewer quantities of products than required, which could result in the loss of business. We may fail to maintain the requisite inventory, which may adversely impact our ability to deliver products to customers in a timely manner which may lead to loss of revenues or customers. Our inability to accurately forecast demand for our products and manages our inventory may have an adverse effect on our business, results of operations and financial condition.

**23. *We are subject to strict quality requirements and any product defect issues or failure by us or our raw material suppliers or our customers to comply with quality standards may lead to the cancellation of existing and future orders, recalls or exposure to potential product liability claims.***

We face an inherent business risk of exposure to product defects and subsequent liability claims if the use of any of our products results in personal injury or property damage. We may not be able to meet regulatory quality standards in India or abroad, or the quality standards imposed by our customers, raw material suppliers and applicable to our manufacturing processes, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. We are also required to obtain material approvals and certifications for product quality verification in India and other jurisdictions. We have following certificates in respect of quality requirements:

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals / Certificate no.	Date of Issue	Date of Renewal	Date of Expiry
1.	ISO 9001: 2015	LMS Assessments Limited	IN240406010	April 06, 2024	June 12, 2025	April 05, 2027
2.	ISO 14001: 2015		IN240406011			
3.	ISO 45001: 2018		IN240406012			
4.	ISO 22000: 2018		IN240406013			
5.	ISO GMP		IN240406014U			



While we have not experienced any instances of defect issues or failure to comply with the quality standards in the past, if any of our products do not meet regulatory standards or are defective, we may be, inter alia, (i) responsible for damages relating to any defective products, (ii) required to replace, recall or redesign such products, (iii) incur significant costs to defend any such claims or (iv) restricted to produce or market such products to our customers.

We typically do not provide a guarantee or warranty against manufacturing defects on our products, which are in line with the standard practice in the industry in which we operate. While there have not been any material product liability claims made against our products or any cancellation of existing or future orders resulting in a material adverse impact on our business, financial condition, results of operations and cash flows, there can be no assurance that this will continue in the future. There can be no assurance that we comply or can continue to comply with all regulatory requirements or the quality requirement standards of our customers. There is no guarantee that any future non-compliance with quality standards will not result in a material adverse effect on our business, financial condition, results of operations, cash flows and prospects.

***24. We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations.***

We have entered into related party transactions with our Promoters, Promoters Group, Group Entities and Directors. For details of these transactions, please refer “Annexure X - Related Party Transactions” under the section titled “Financial Information” beginning on page F-36. We have taken the permission of Board & shareholders for such transactions under the Companies Act, 2013.

All the related party transactions carried out by the Company in the past are in compliance with the Companies Act, 2013 and other applicable provisions at that time.

Although all related-party transactions that we may enter into are on an arm’s length basis and are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), we cannot assure you that such transactions in the future, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Such related-party transactions in the future may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, cash flows and results of operations. There can also be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

We cannot assure you that we will be able to maintain the terms of such transactions, or that, in the event we enter into future transactions with related parties, the terms will be favourable to us.

***25. Our business is dependent on direct sales model. A decrease in the revenue we earn from such key direct customers and an inability to expand or effectively manage our customer could adversely affect our business, results of operations, profitability and margins, cash flows and financial condition.***

Our Company’s direct-to-customer sales approach does not involve dealers or distributors. While this model allows for better control over pricing and customer relationships, it also increases the risk of losing customers or facing difficulties in acquiring new ones. High turnover rates, insufficient training, or lack of motivation among our sales personnel could adversely affect our ability to generate sales and sustain growth.

The absence of intermediaries may lead to gaps in market reach, limited scalability, and higher dependence on internal sales teams. Fluctuation in market demand, competition from alternative sales channel, could impact our sales, which may have a material adverse effect on our cash flows and financial condition.

To address these challenges, we are investing in a robust sales force, strengthening customer relationship management, and leveraging digital marketing strategies to expand our market presence.

- 26. *If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our cost of processing may increase relative to our competitors, which may have an adverse impact on our business, results of operations and financial condition.***

We believe that going forward, our profitability and competitiveness will depend in large part on our ability to maintain low cost of operations, including our ability to process and supply sufficient quantities of our products as per the agreed specifications. Our dedicated research is focused on adopting state-of-the-art technologies that optimise resource utilization and significantly reduce environmental impact.

If we are unable to respond or adapt to changing trends and standards in technologies and equipment, or otherwise adapt our technologies and equipment to changes in market conditions or requirements, in a timely manner and at a reasonable cost, we may not be able to compete effectively, and our business, financial condition and results of operations may be adversely affected.

- 27. *Our inability to collect receivables and default in payment from our customers could result in the reduction of our profits and affect our cash flows.***

We are exposed to counterparty credit risk in the usual course of our business due to the nature of inherent risks involved in, dealings and arrangements with our customers who may delay or fail to make payments or perform other contractual obligations. The majority of our sales are to customers on an open credit basis, with standard payment terms of generally between 70 to 80 days, while we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit, we extend to what we believe is reasonable based on an evaluation of customer's financial condition and payment history, we may experience losses because of a customer being unable to pay. As a result, while we maintain what we believe to be a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate.

We have, and may continue to have, high levels of outstanding receivables. As of March 31, 2025, March 31, 2024 and March 31, 2023, our trade receivables were Rs. 2,283.51 Lakhs, Rs. 1,550.78 Lakhs and Rs. 1,608.23 Lakhs, respectively. Set forth below are details relating to holding levels of our trade payables, trade receivables, inventory turnover and working capital cycle, for the periods indicated.

(in no. of days)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Trade receivables days	73	77	70
Inventory turnover days	73	75	78
Trade payables days	32	35	32
<b>Working capital days</b>	<b>114</b>	<b>117</b>	<b>116</b>

Any increase in our trade receivable turnover days will negatively affect our business. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could adversely affect our business, financial condition and results of operations.

Macroeconomic conditions could also result in financial difficulties, including insolvency or bankruptcy, for our customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, that could increase our receivables or affect our working capital requirements, or default on their payment obligations to us. An increase in bad debts or in defaults by our customer, may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our business, results of operations, cash flows and financial condition.

**28. Trade Receivables and Inventories form a substantial part of our current assets. Failure to manage our inventory could have an adverse effect on our business, results of operations, cash flows and financial condition.**

Our business is working capital intensive and hence, Trade Receivables and Inventories form substantial part of our current assets and net worth.

(Rs. in Lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Total Current Assets	5,657.93	4,223.67	3,756.36
Trade Receivables	2,283.51	1,550.78	1,608.23
Trade Receivables % of total Current Assets	40.36%	36.72%	42.81%
Inventories	2,286.81	1,513.78	1,794.65
Inventories % of total Current Assets	40.42%	35.84%	47.78%

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 business, results of operations, cash flows and financial condition. We estimate our sales based on the forecast, demand and requirements and also on the customer specifications. Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts may adversely impact the supply of raw material and local transportation. If our supply of raw materials be disrupted, we may not be able to procure an alternate source of supply in time to meet the demands of our customers. In addition, disruptions to the delivery of product to our customers may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, 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 existing 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, results of operations, cash flows and financial condition.

In respect of trade receivables, we promote sales and remain competitive in the market our Company provide credit period to our customers which range from 70 to 80 days depending on the customers. We face competition not only from the domestic players but also from international player, especially from China. Our Company face stiff competition from the Chinese sellers as China provide export subsidy to the manufactures on export. Additionally, our Company faces intense competition from the large number of domestic manufactures of paper cup blanks, food grade papers and other paper products who operate in different regional market and various levels. Our credit policy also dependent on the demand of our products in domestic and international markets which has the bearing on various macro and micro economic factors.

**29. Compliance with, changes in, safety, health and environmental laws and various labour, workplace related laws and regulations, including terms of the approvals granted to us, may increase our compliance costs and as such adversely affect our business, prospects, results of operations and financial condition.**

We are subject to a broad range of safety, health and environmental related laws and regulations in the jurisdictions in which we operate, which impose controls on the disposal and storage of raw materials, noise emissions, air and water discharges; on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of our operations. For example, laws in India limit the amount of hazardous and pollutant discharge that our Manufacturing facility may release into the air and water. The discharge of substances

that are chemical in nature or of other hazardous substances into the air soil or water beyond these limits may cause us to be liable to regulatory bodies and incur costs to remedy the damage caused by such discharges.

Any of the foregoing could subject us to litigations which may increase our expenses in the event we are found liable and could adversely affect our reputation. The adoption of stricter health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Complying with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, prospects, results of operations and financial condition.

For licenses, permits and authorization obtained by us, please refer to the chapter titled “*Government and Other Statutory Approvals*” beginning on page 247. There is a risk that we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products.

**30. *Our Independent Directors do not have qualification related to the business of our Company.***

We have three Independent Directors in our Board; all the three Independent Directors have good qualification & experience but not related to our business in paper disposable industries.

Qualifications & Experience of our Independent Directors:

Sr. No.	Name	Qualification & Experience
1.	Mr. Narender Tulsidas Kabra	He holds a Bachelor's degree in Textile Technology, earned in April 1979. With 34 years of experience in Indian banking, particularly at the Bank of Maharashtra (1983–2017), Mr. Kabra has specialized expertise in credit business, credit risk management, information technology and human resource management.
2.	Mr. Dharmendra Pawar	He is a member of the Institute of Company Secretaries of India (ICSI) since 2016, he also holds a Master's degree in Commerce, completed in 2013.
3.	Mr. Siddharth Shankar Mahajan	He is a member of the Institute of Chartered Accountants of India (ICAI). Also, he holds Certificate of Practice since July 2008.

For further details in respect of profile, kindly refer “Brief Biographies of Directors” beginning on page 181.

Accordingly, our business, financial condition, results of operations, cash flows and prospects may be adversely affected by the any negligence accrued in corporate governance due to lack of experience & qualification related to the business of our Company by these Independent Directors.

**31. *Certain experience-related documents of Mr. Narender Tulsidas Kabra, our Independent Director, are not available, which may affect the completeness of our disclosures.***

As on the date of this Red Herring Prospectus, certain documents evidencing the professional experience of Mr. Narender Tulsidas Kabra, one of our Independent Directors, are not available with the Company. While Mr. Kabra has declared 34 years of experience with the Bank of Maharashtra (1983–2017), his appointment letter from the bank is currently not traceable. However, we are in possession of a promotion letter dated July 1, 2013, reflecting his promotion to the position of General Manager (IT) from Deputy General Manager (Recovery), as well as a relieving letter dated September 29, 2017, issued on his superannuation.

Although these documents provide partial confirmation of his tenure, the absence of complete supporting records may limit our ability to independently verify certain aspects of his declared experience. Any adverse observation or concern raised by regulatory or statutory authorities in this regard may affect our corporate governance standards, and could have an adverse impact on our reputation, compliance status, or stakeholder confidence.

**32. A portion of the Net Proceeds may be utilized for pre-payment of term loans availed by our Company.**

We propose to pre-pay of loans availed by our Company from Banks from the Net Proceeds. The Company has chosen the loans to be prepaid based on commercial considerations. For details, please refer to the chapter titled “Objects of the Issue” beginning on page 88.

This will reduce our outstanding debt and interest obligations, however, there can be no assurance that the pre-payment of such loans from the Net Proceeds contribute to the growth of our business operations or revenue generation. Additionally, the decision to allocate Net Proceeds for loan pre-payment may limit the availability of funds for other strategic initiatives or unforeseen financial requirements.

**33. We own plant & machinery, resulting in increased fixed costs to our Company. In the event we are not able to generate adequate cash flows it may have a material adverse impact on our operations.**

We own plant & machineries, resulting in increased fixed costs of our Company. In the event, we are unable to generate or maintain adequate revenue in a timely manner or at all, it could have a material adverse effect on our financial conditions and operations. In case, we do not use the plant & machineries, our fleet of machines will be under-utilized and we may not be able to keep them in good working condition or we may not be able to manage the up-keep expenses of these equipment’s.

The Company has incurred following repair & maintenance cost in the last 3 financial years:

(Rs. in Lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Repairs & Maintenance Expense related to Plant & Machinery	9.69	20.72	26.75
Revenue from Operations	11,369.15	7,393.48	8,414.63
% of Revenue from Operations	0.09	0.28	0.32

**34. We cannot assure you that the Objects of the Issue will be achieved within the expected time frame, or at all, and any variation in the utilisation of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders’ approval.**

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

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
<b>A.</b>	<b><u>Capital Expenditure</u></b>	
	Civil Work	47.60
	Plant & Machinery	1,273.87
	Contingency Provision @ 20% of cost of plant & Machinery & civil work	264.29
	<b>Total (A)</b>	<b>1,585.76</b>
<b>B.</b>	<b><u>Loans to be repaid</u></b>	
	Axis Bank Limited (Term Loan) A/c No. 194	68.55
	Axis Bank Limited (Term Loan) A/c No. 733	91.58
	<b>Total (B)</b>	<b>160.13</b>
<b>C.</b>	<b><u>Working Capital</u></b>	
	Working Capital	2,000.00
	General Corporate Purpose	[•]
	<b>Total (C)</b>	<b>[•]</b>
	<b>Grand Total (A+B+C)</b>	<b>[•]</b>

The Objects of the Issue have not been appraised by any bank or financial institution. The proposed utilisation of the Net Proceeds is based on current business plan, current conditions and other commercial and technical factors including interest rates and other charges, the financing and other agreements entered into by our Company, which is subject to change in light of changes in external circumstances and other factors beyond our control such as general economic conditions, inflation, technological changes, changing customer preferences and competitive landscape, credit availability and interest rate levels. Our management will have broad discretion to revise our business plans, estimates and budgets from time to time. Consequently, our funding requirements and deployment of funds may change, which may result in rescheduling of the proposed utilisation of the Net Proceeds, subject to compliance with applicable law. A portion of the use of the Net Proceeds involving deployment towards general corporate purposes is at the discretion of the management of our Company. For further information please refer to the chapter titled “*Objects of the Issue*” beginning on page 88.

In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements. If actual utilisation towards the objects of the Issue is lower than the proposed deployment, such balance will be used for future growth opportunities, including funding other existing objects, if required. If estimated utilisation of the Net Proceeds is not completely met in a fiscal year, it shall be carried forward.

Any variation in the objects of the Issue shall be made in compliance with Sections 13(8) and 27 of the Companies Act which requires us to obtain a shareholders’ approval, and SEBI ICDR Regulations which requires us to provide an exit opportunity to shareholders who do not agree with our proposal to change the objects of the issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI and in accordance with any other applicable law. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders’ approval may adversely affect our business, results of operations and financial condition.

Further, our Promoters would be required to provide an exit opportunity to shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

**35. *We are highly dependent on our Promoters and our Key Managerial Personnel. Any inability on our part to retain or recruit skilled personnel could adversely affect our business, results of operations and financial condition.***

We are highly dependent on our Promoters and Key Managerial Personnel, for setting our strategic business direction and managing our business. Our Promoters have significant experience in the Disposable Paper Industry, have led our business and operations. They play a vital role in providing us strategic guidance and direction. For further details, please refer to the chapters titled “*Our Management*” and “*Our Promoters and Promoter Group*” beginning on pages 179 and 196, respectively. Loss of the services of any of our Promoters and Key Managerial Personnel could adversely affect our business, results of operations, cash flows and financial condition.

Further, our success depends to a large extent upon the continued efforts and services of our Key Managerial Personnel with technical expertise, and we rely significantly on their experience. For further details, please refer to the chapter titled “*Our Management*” beginning on page 179. Our success also depends, in part, on key customer and supplier relationships forged by them and we cannot assure you that we will be able to continue to maintain these customer relationships, or renew them, if we are unable to retain such members of our Key Managerial Personnel, which could adversely affect our business and results of operations.

Our business is manpower intensive and our continued success and ability to meet future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. As of June 30,



2025, we had 33 permanent employees. For further details, please refer to the chapter titled “Our Business” beginning on page 164. In the future, we may also be required to increase our levels of compensation more than in the past in order to remain competitive and attract skilled and experienced professionals. Our inability to recruit or train a sufficient number of such personnel or our inability to manage the attrition levels in different employee categories may materially and adversely affect our business, results of operations, cash flows and financial condition.

**36. We have certain contingent liabilities and commitments which, if materialised, may adversely affect our financial condition.**

We have certain contingent liabilities and commitments which, if materialised, may adversely affect our financial condition. Set forth below are details of our contingent liabilities and commitments as at March 31, 2025, March 31, 2024 and March 31, 2023:

(Rs. in Lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
<b>Contingent liabilities in respect of:</b>			
Guarantees given by the Company (including group companies/ entities)	1,823.30	2,319.00	1,934.00
Traces Defaults	5.33	6.29	1.75
Income Tax Demand outstanding	29.32	29.32	29.32
GST Demand for F.Y.19-20	7.63	8.82	8.82
<b>Total</b>	<b>1,865.58</b>	<b>2,363.42</b>	<b>1,973.88</b>

For further details, please refer “Annexure AA” of Restated Standalone Financial Statements on page F-41.

Any or all of the abovementioned contingent liabilities may crystallise and become actual liabilities. In the event that any of our contingent liabilities become non-contingent, business, results of operations, cash flows and financial condition may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current financial year or in the future.

**37. We are subject to risks arising from interest rate fluctuations, which could reduce our profitability and adversely affect our business, results of operations, cash flows and financial condition.**

Our operations are partly funded by debt and increases in interest rate and a consequent increase in the cost of servicing such debt may adversely affect our business, results of operations, cash flows and financial condition. Interest rates for borrowings have been volatile in India in recent periods. Changes in prevailing interest rates affect our interest expense in respect of our borrowings, and may have an adverse effect on our business, results of operations, cash flows and financial condition.

The table below sets out our interest expenses, including as a percentage of total expenses for the preceding three financial years:

(Rs. in Lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Interest Expenses	275.68	165.04	169.37
Total Expenses	10,106.52	6,969.86	8,391.52
Interest Expense in % of Total Expenses	2.73%	2.37%	2.02%

For a description of interest typically payable under our financing agreements, please refer to the chapter titled “Financial Indebtedness” beginning on page 208.

Although we may in the future engage in interest rate hedging transactions or exercise any right available to us under our financing arrangements to terminate the existing debt financing arrangement on the respective reset dates and enter into new financing arrangements, there can be no assurance that we will be able to do so on commercially reasonable terms 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.

**38. *We are heavily dependent on machinery for our operations and any disruption to the same may cause interruption in business.***

Our existing manufacturing facility are dependent on plant and machinery. They require periodic maintenance checks and technical support in an event of technical breakdown or malfunctioning. Any significant malfunction or breakdown of our machineries may entail significant repair and maintenance costs and cause delays in our operations. While our Company has not entered into any technical support service agreements for our machineries which are repaired, our Company has its own in-house maintenance team to service/ repair the machinery. Any failure to quickly redress any technical issue may increase our downtime which may affect our business, results of operations and financial condition. Further, while we maintain necessary supplies of spare parts and maintenance related equipment, if we are unable to procure the necessary spare parts in a timely manner, or if we are unable to repair the malfunctioning machinery promptly, our manufacturing operations may be hampered, which could have an adverse impact on our business, results of operations and financial condition.

**39. *Some of our Certificates, Registrations and Licences are in erstwhile name.***

Some of our certificates, licenses, registrations, or other relevant documents such as Factory License, Udyam Registration and Consent Order under Pollution Control Acts are presently under its former name i.e. Aaradhya Disposal Industries Private Limited. However, our Company has not filed the application to effectuate the registration of these documents under its updated name.

For details, kindly refer to the chapter titled “Government and Other Statutory Approvals” beginning on page 247.

**40. *Certain Group Entities Operate in Related Business Segments.***

Our Company, along with certain Group Companies/Entities such as Aaradhya Paper & Packaging Industries Private Limited, Food Pack Industries Private Limited, Maheshwari Disposal (Proprietorship), and Sri Kriscon Industries (Proprietorship), are engaged in related segments within the paper-based industry. While each entity functions independently with its own operational focus, there may be instances in the future where certain business areas, customer segments, or vendor networks overlap.

To date, our Company has not encountered any material conflict or business disruption due to such overlaps. We believe that our current operating structure, coupled with a clear business strategy, provides sufficient distinction in scope and operations. Nevertheless, as a prudent measure, we remain committed to adopting appropriate internal procedures and governance mechanisms, in line with applicable laws and best practices, to address any such matters should they arise in the future.

**41. *Our Promoters, certain of our Directors, Key Managerial Personnel may have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.***

Our Promoters, Directors, Key Managerial Personnel may be deemed to be interested to the extent of Equity Shares held by them and by members of our Promoter Group, as well as to the extent of any dividends, bonuses, perquisites or other distributions on such Equity Shares. For further details, please refer to the chapter titled “Capital Structure”, “Our Promoters and Promoter Group” and “Our Management” beginning on pages 73, 196 and 179 respectively.

- 42. Industry information included in this Red Herring Prospectus has been derived from the Disposable Paper Cups/Glasses Cup Stock and Food grade Paper Market India Report (“D&B Report”, which was prepared by Dun & Bradstreet (“Dun & Bradstreet”) and exclusively commissioned and paid for by our Company for the purposes of the Issue, and any reliance on information from the Report for making an investment decision in the Issue is subject to inherent risks.**

Certain sections of this Red Herring Prospectus include information that is based on or derived from the Disposable Paper Cups/Glasses Cup Stock and Food grade Paper Market India Report, which was prepared by Dun & Bradstreet (“Dun & Bradstreet”) and exclusively commissioned and paid for by our Company for the purposes of the Issue pursuant to an engagement letter dated October 11, 2024. Dun & Bradstreet is not related to our Company, its Group Entities, our Promoters, our Directors and the Book Running Lead Manager.

The D&B Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Statements in the D&B Report that involve estimates are subject to change, and actual amounts may differ materially from those included therein. The D&B Report uses certain selected methodologies for market sizing and forecasting and, accordingly, investors should read the industry related disclosure in this Red Herring Prospectus in this context. The D&B Report is not a recommendation to invest / disinvest in any company covered in the D&B Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information.

In view of the foregoing, you should consult your own advisors and undertake an independent assessment of information in this Red Herring Prospectus based on, or derived from, the D&B Report before making any investment decision regarding the Issue. Also, please refer to the chapter titled “Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation—Industry and Market Data” and “Our Industry” beginning on pages 15 and 112, respectively.

- 43. We have unsecured loans that may be recalled by the lenders at any time and we may not have adequate funds to make timely payments or at all.**

Our Company has availed unsecured loans from certain individuals/ entities which may be recalled by such individuals/ entities at any time. As of March 31, 2025, such loans availed by us amounted to Rs. 319.52 Lakhs. While, as on date, neither the loan arrangement has been terminated nor the outstanding amounts have been called to be repaid, there can be no assurance that such parties will not recall the outstanding amount (in part, or in full) at any time. In the event that the lenders seek repayment of such unsecured loans, our Company would need to find alternative sources of financing which may not be available on commercially reasonable terms. Any failure to service such indebtedness, or discharging any obligations thereunder could have a material adverse effect on our cash flows and financial condition. For further details, please refer to the chapter titled “Financial Indebtedness” beginning on page 208.

#### **External Risk Factors:**

- 44. Our business and financial performance may be adversely affected by downturns in the target markets that we serve or reduced demand for the types of products we sell.**

Demand for our products is often affected by general economic conditions as well as product-use trends in our target markets. These changes may result in decreased demand for our products. For example, our specialty products business usually declines during periods of economic slowdowns. There may be periods during which demand for our products is insufficient to enable us to operate our production facility in an economical manner. The occurrence of these conditions is beyond our ability to control and, when they occur, they may have a significant impact on our sales and results of operations.

- 45. Wage increases in India may reduce our profit margins and negatively impact our financial condition and results of operations.**

We are dependent upon availability of skilled and semi-skilled labour. Wages and other compensation paid to our employees is one of our significant operating costs, and an increase in the wages or employee benefit costs will significantly increase our operating costs. Because of rapid economic growth in India and increased competition

for skilled and semi-skilled employees in India, wages for comparable employees in India are increasing at a fast rate. We may need to increase the levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining the quality and number of skilled and semi-skilled employees that our business requires. Further, many of our employees receive salaries that are linked to minimum wage laws in India and any increase in the minimum wage in any state in which we operate could significantly increase our operating costs. In addition, a shortage in the labour pool or other general inflationary pressures or changes will also increase our labour costs. Wage increases in the long-term may reduce our competitiveness and our profitability.

**46. *Valuation methodology and accounting practice in paper related businesses may change.***

There is no standard valuation methodology or accounting practices in paper related industries. Additionally, current valuations may also not be reflective of future valuations within the industry. Current valuations of other listed companies, in our industry, may not be comparable with our Company.

**47. *Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business.***

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. The business of our Company, and 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. There has been a secular reduction in import duties on paper and packaging products over the years. The governments have usually been multi-party coalitions with differing agendas. Any political instability could affect the rate of economic liberalisation and the specific laws and policies affecting foreign investment in the disposable paper industry. Other matters affecting investment in the Equity Shares could change as well. A significant change in India's economic liberalisation and deregulation policies could adversely affect business and economic conditions in India generally, and our business in particular, if new restrictions on the private sector are introduced or if existing restrictions are increased.

**48. *A slowdown in economic growth in India could cause our business to suffer.***

Our performance and the growth of our business are necessarily dependent on the health of the overall Indian economy. As a result, a slowdown in the Indian economy could adversely affect our business. India's economy could be adversely affected by a general rise in interest rates, inflation, natural calamities, such as earthquakes, tsunamis, floods and droughts, increases in commodity and energy prices, and protectionist efforts in other countries or various other factors. In addition, the Indian economy is in a state of transition. It is difficult to gauge the impact of these fundamental economic changes on our business. Any slowdown in the Indian economy or future volatility in global commodity prices could adversely affect our business.

**49. *Recent global economic conditions have been unprecedented and challenging and have had, and continue to have, an adverse effect on the Indian financial markets and the Indian economy in general, which has had, and may continue to have, a material adverse effect on our business and our financial performance and may have an impact on the price of our Equity Shares.***

Recent global market and economic conditions have been unprecedented and challenging with tighter credit conditions. These factors have led to a decrease in spending by businesses and consumers alike and corresponding decreases in global infrastructure spending and commodity prices. These global market and economic conditions have had, and continue to have, an adverse effect on the Indian financial markets and the Indian economy in general, which has had, and may continue to have, a material adverse effect on our business, our financial performance and may adversely affect the prices of our Equity Shares.

**50. *Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.***

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms

at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the price of our Equity Shares.

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

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in Asian emerging market countries. Financial turmoil in Asia, Europe and elsewhere in the world in recent years and more recently in the United States has affected the Indian economy. Although economic conditions are different in each country, investors reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

**52. *Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect 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 trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, making travel and other services more difficult and ultimately adversely affecting our business.

India has also witnessed civil disturbances in the past 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 our business. 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. Other acts of violence or war outside India, including those involving the United States, the United Kingdom or other countries, may adversely affect worldwide financial markets and could adversely affect the world economic environment, which could adversely affect our business, results of operations, financial condition and cash flows, and more generally, any of these events could lower confidence in India. South Asia has, from time to time, experienced instances of civil unrest and hostilities among other neighbouring countries.

**53. *The extent and reliability of Indian infrastructure could adversely affect our results of operations and financial condition.***

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

**54. *Our business and activities will be regulated by the Competition Act, 2002.***

The Competition Act, 2002 (the Competition Act), several provisions of which have recently been brought into effect, is designed to prevent business practices that have an appreciable adverse effect on competition in India. Under the Competition Act, any arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition in India is void and attracts substantial monetary penalties. Any agreement which directly or indirectly determines purchase or sale prices, limits or controls production, shares the market by way of geographical area or market or number of customers in the market is presumed to have an adverse effect on competition. Further, if it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

The effect of the Competition Act on the business environment in India is as yet unclear. If we are affected, directly or indirectly, by any provision of the Competition Act, or its application or interpretation, including any enforcement proceedings initiated by the Competition Commission and any adverse publicity that may be generated due to scrutiny or prosecution by the Competition Commission, it may have a material adverse effect on our business, financial condition and results of operations.

***55. There is no guarantee that the Equity Shares offered under this Issue, will be listed on the Stock Exchange in a timely manner or at all, and any trading closures at the Stock Exchange may adversely affect the trading price of our Equity Shares.***

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

***56. An active market for our Equity Shares may not be sustained, which may cause the price of our Equity Shares to fall.***

While our Equity Shares are traded on the Stock Exchange, there can be no assurance regarding the continuity of the existing active or liquid market for our Equity Shares, the ability of investors to sell their Equity Shares or the prices at which investors may be able to sell their Equity Shares. The price of our Equity Shares on the Stock Exchanges may fluctuate after this Issue as a result of several factors, including volatility in the Indian and global securities market; our operations and performance; performance of our competitors; the perception of the market with respect to investments in the disposable paper industry; adverse media reports about us; changes in the estimates of our performance or recommendations by financial analysts; significant developments in India's economic liberalisation and deregulation policies; and significant developments in India's fiscal regulations. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the prices at which our Equity Shares are initially traded will correspond to the prices at which our Equity Shares will trade in the market subsequent to this Issue.

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

Any future equity issuances by us, including a primary offering, may lead to the dilution of investor's shareholdings in our Company. Any future equity issuances by our Company either in the form of further public issue, qualified institutions placement or pursuant to a preferential allotment shall lead to the dilution of your shareholding in the Company. Any future equity issuances by us or sales of our Equity Shares by our Promoters or other major shareholders may adversely affect the trading price of our Equity Shares. In addition, any perception by potential investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

## SECTION IV -INTRODUCTION

### THE ISSUE

PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS	
<b>Equity Shares Offered through Public Issue<sup>(1)(2)</sup></b>	Up to 38,88,000 Equity Shares aggregating to Rs. [●] Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Maker</b>	1,94,400 Equity Shares aggregating to Rs. [●] Lakhs.
<b>Net Issue to the Public</b>	36,93,600 Equity Shares aggregating to Rs. [●] Lakhs.
<b>Out of which*</b>	
<b>A. QIB Portion<sup>(5) (6)</sup></b>	Not more than 1,84,800 Equity Shares aggregating to Rs. [●] Lakhs.
<b>Of which</b>	
a. Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	9,600 Equity Shares aggregating to Rs. [●] Lakhs.
b. Balance of QIB Portion for all QIBs including Mutual Funds	1,75,200 Equity Shares aggregating to Rs. [●] Lakhs.
<b>B. Non-Institutional Portion</b>	Not less than 17,54,400 Equity Shares aggregating to Rs. [●] Lakhs.
<b>Of which</b>	
i. 1/3 <sup>rd</sup> reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than Rs. 10 lakhs	5,85,600 Equity Shares aggregating to Rs. [●] Lakhs.
ii. 2/3 <sup>rd</sup> reserved for applicants with application size of more than Rs. 10 lakhs	11,68,800 Equity Shares aggregating to Rs. [●] Lakhs.
<b>C. Individual Investors Portion</b>	Not less than 17,54,400 Equity Shares aggregating to Rs. [●] Lakhs.
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	1,02,50,000 Equity Shares of face value of Rs.10 each.
<b>Equity Shares outstanding after the Issue</b>	Up to 1,41,38,000 Equity Shares of face value of Rs.10 each.
<b>Use of Net Proceeds by our Company</b>	Please refer to the chapter titled “Objects of the Issue” beginning on page 88.

*\*Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of issue price.*

#### Notes:

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our Company in terms of Regulation of 229(2) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our Company are being offered to the public for subscription.
- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on October 29, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on November 15, 2024.



- 3) In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Investors Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Individual Investors Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.
- 4) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Individual Investors who applies for minimum application size and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.

Since this is an Issue made through book building process, the allocation in the non-institutional investor's category shall be as follows:

- (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than Rs. 10 lakhs;
- (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than Rs. 10 lakhs:

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

- 5) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

For details, including grounds for rejection of Bids, please refer to the chapters titled "*Issue Structure*" and "*Issue Procedure*" beginning on pages 276 and 281 respectively. For details of the terms of the Issue, please refer to the chapter titled "*Terms of the Issue*" beginning on page 267.



## SUMMARY OF RESTATED STANDALONE FINANCIAL STATEMENTS

RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES					
(Amount in lakhs)					
Particulars		Annexure No.	As at		
			31-03-2025	31-03-2024	31-03-2023
A)	EQUITY AND LIABILITIES				
1.	Shareholders' Funds				
(a)	Share Capital	A	1,025.00	499.00	499.00
(b)	Reserves & Surplus		1,921.59	1,169.10	770.52
	Total Equity		2,946.59	1,668.10	1,269.52
2.	Non-Current Liabilities				
(a)	Long Term Borrowings	B, B(A) and B(B)	1,166.20	1,446.15	1,656.86
(b)	Deferred Tax Liabilities (Net)	C	103.64	67.67	-
(c)	Long Term Provisions	D	-	-	-
	Total Non-Current Liabilities		1,269.84	1,513.82	1,656.86
3.	Current Liabilities				
(a)	Short Term Borrowings	B, B(A) and B(B)	2,799.88	3,073.70	2,317.97
(b)	Trade Payables				
(i) total outstanding dues of micro enterprises and small enterprises; and		E	702.99	586.20	453.14
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises.			85.38	21.65	194.94
(c)	Other Current Liabilities	F	109.76	130.50	284.53
(d)	Short Term Provisions		393.80	127.28	77.20
	Total Current Liabilities		4,091.81	3,939.33	3,327.78
	Total (1+2+3)		8,308.25	7,121.25	6,254.15
B)	ASSETS				
1.	Non-Current Assets				
(a)	Property, Plant & Equipment and Intangible Assets	G			
	i) Property Plant & Equipment		2,632.19	2,879.08	829.65
	ii) Intangible Assets		-	-	-
	iii) Capital Work in Progress		0.00	0.00	1,611.11
			2,632.19	2,879.08	2,440.76
(b)	Non-Current Investment		-	-	-
(c)	Deferred Tax Assets (Net)	C	-	-	38.74
(d)	Long Term Loans and Advances	H	-	-	-
(e)	Other Non-Current Assets	I	18.12	18.50	18.29
			18.12	18.50	57.03
2.	Current Assets				
(a)	Current Investments		-	-	-
(b)	Inventories	J	2,286.81	1,513.78	1,794.65
(c)	Trade Receivables	K	2,283.51	1,550.78	1,608.23
(d)	Cash and Bank Balances	L	7.59	41.47	1.35
(e)	Short-Term Loans and Advances	M	420.63	458.24	352.13
(f)	Other Current Assets	N	659.39	659.39	-
	Total Current Assets		5,657.93	4,223.67	3,756.36
	Total (1+2)		8,308.24	7,121.25	6,254.15

Note: The accompanying summary of significant accounting policies, restated notes to accounts and notes or adjustments for restated standalone financial Statement (Annexure IV & V, Annexure X to AC) are an integral part of this statement.

RESTATED SUMMARY OF STATEMENT OF PROFIT AND LOSS					
(Amount in lakhs, except per share data)					
Particulars			For the Financial Year ended on		
			31-03-2025	31-03-2024	31-03-2023
1	Revenue From Operation	O	11,369.15	7,393.48	8,414.63
2	Other Income	P	226.48	197.78	236.42
3	Total Income (1+2)		11,595.63	7,591.26	8,651.05
4	Expenditure				
(a)	Cost of Material Consumed	Q	9,779.80	6,218.82	7,997.89
(b)	Changes in inventories of Stock in trade	R	(681.18)	126.11	(607.87)
(c)	Employee Benefit Expenses	S	167.15	105.80	111.68
(d)	Finance Cost	T	288.50	179.45	195.57
(e)	Depreciation and Amortisation Expenses	U	245.90	138.89	148.22
(f)	Other Expenses	V	306.35	200.79	546.02
5	Total Expenditure 4(a) to 4(f)		10,106.52	6,969.86	8,391.52
6	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)		1,489.10	621.40	259.53
7	Exceptional item		0	0	0
8	Profit/(Loss) Before Tax (6-7)		1,489.10	621.40	259.53
9	Tax Expense:				
(a)	Tax Expense for Current Year		425.75	116.40	84.92
(b)	MAT Credit Entitlement			-	-
(c)	Short/(Excess) Provision of Earlier Year		-	-	-
(d)	Deferred Tax Liabilities/(Assets)		35.97	106.41	(39.87)
	Net Current Tax Expenses		461.72	222.81	45.05
10	<b>Profit/(Loss) for the Year (8-9)</b>		<b>1,027.39</b>	<b>398.59</b>	<b>214.48</b>
11	<b>Earnings per equity shares (Face Value of Rs. 10 each)</b>				
i	Basic (In Rs.)		10.14	3.99	2.15
ii	Diluted (In Rs.)		10.14	3.99	2.15

RESTATED SUMMARY OF CASH FLOW STATEMENT			
(Amount in Lakhs)			
Particulars	For the Financial Year ended on		
	31-03-2025	31-03-2024	31-03-2023
A) Cash Flow from Operating Activities:			
Net Profit before tax	1,489.10	621.40	259.53
<b>Adjustment for:</b>			
Depreciation	245.90	138.89	148.22
Finance Cost	288.50	179.45	195.57
Bad Debts Written off	-	0.11	0.25
Payment of Gratuity to LIC Fund	(2.35)	(0.30)	(2.23)
Provision for Gratuity Expenses	1.56	0.34	(0.05)
Provision for Bonus Net of payment	0.93		
Provision for CSR Net of Payment	0.39	-	-
Interest Income	(1.32)	(1.29)	(0.76)
(Profit)/loss on sale of Fixed Assets	(1.25)	-	(151.38)
<b>Operating profit before working capital changes</b>	<b>2,021.44</b>	<b>938.60</b>	<b>449.17</b>
Changes in Working Capital			
(Increase)/Decrease in Current Investment	-	-	-
(Increase)/Decrease in Inventory	(773.03)	280.87	(294.03)
(Increase)/Decrease in Trade Receivables	(732.73)	57.34	(165.37)
(Increase)/Decrease in Short Term Loans & Advances	37.61	(106.11)	481.16
(Increase)/Decrease in Other Current Assets	-	(659.39)	-
Increase/(Decrease) in Trade Payables	180.52	(40.23)	(35.12)
Increase/(Decrease) in Fixed Deposits Under Lien	(4.68)	-	-
Increase/(Decrease) in Other Current Liabilities	(22.05)	(154.04)	(268.74)
Increase/(Decrease) in Long-term Provisions	-	-	-
Increase/(Decrease) in Short Term Provisions	-	-	-
<b>Cash generated from operations</b>	<b>707.09</b>	<b>317.03</b>	<b>167.06</b>
Less: - Income Taxes paid	(159.23)	(66.32)	(51.56)
<b>Net cash flow from operating activities (A)</b>	<b>547.86</b>	<b>250.71</b>	<b>115.50</b>
B) Cash Flow from Investing Activities:			
Purchase of Fixed Assets including of CWIP	(6.49)	(577.23)	(1,631.96)
Sale of Fixed Assets	8.75	-	493.95
Long term Investment made/Sold during the year	-	-	-
Increase/(Decrease) in Long Term Loans and Advances & Non-Current Assets	1.17	(0.25)	0.58
Interest Income	1.32	1.29	0.76
<b>Net cash flow from investing activities (B)</b>	<b>4.74</b>	<b>(576.18)</b>	<b>(1,136.67)</b>
C) Cash Flow from Financing Activities:			
Proceeds from Issue of Share Capital	251.10	-	-
Receipts of Share Application money pending allotment	-	-	-
Increase/(Decrease) in Short Term Borrowings	(273.82)	755.74	791.28
Increase/(Decrease) in Long Term Borrowings	(279.95)	(210.71)	418.83
Finance Cost	(288.50)	(179.45)	(195.57)
<b>Net cash flow from financing activities ©</b>	<b>(591.17)</b>	<b>365.59</b>	<b>1,014.52</b>
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)	<b>(38.56)</b>	<b>40.11</b>	<b>(6.65)</b>
Cash and Cash equivalents at the beginning of the year	<b>41.47</b>	<b>1.35</b>	<b>7.99</b>
Cash and Cash equivalents at the end of the year	<b>2.90</b>	<b>41.47</b>	<b>1.35</b>

Notes: -				
1.	Component of Cash and Cash equivalents			
	Cash on hand	0.74	1.02	1.35
	Balance With banks	2.17	40.45	-
	Other Bank Balance (As per AS -3)	-	-	-
		2.90	41.47	1.35
2.	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			
<b>Note:</b> The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V, Annexure X to AC) are an integral part of this statement.				

## GENERAL INFORMATION

Our Company was originally incorporated as ‘Aaradhya Disposal Industries Private Limited’ as a private limited company under the Companies Act, 1956 on January 16, 2014 pursuant to a Certificate of Incorporation bearing CIN: U21098MP2014PTC032173 issued by the Registrar of Companies, Gwalior. Thereafter, our Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on September 05, 2024 consequent to which the name of our Company changed from ‘Aaradhya Disposal Industries Private Limited’ to ‘Aaradhya Disposal Industries Limited’ and a fresh Certificate of Incorporation bearing CIN U21098MP2014PLC032173 was issued by the Registrar of Companies, Gwalior (“RoC”) on October 28, 2024.

For further details on the change in the registered office of our Company, please refer to the chapter titled “*Our History and Certain Other Corporate Matters*” beginning on page 173.

Our Company has 20 Shareholders as on the date of filing of this Red Herring Prospectus. For further details, please refer to the chapter titled ‘*Our History and Certain Other Corporate Matters*’ beginning on page 173.

### REGISTERED OFFICE

#### AARADHYA DISPOSAL INDUSTRIES LIMITED

Plot E-1, Industrial Area No.- 1, A.B. Road,

Dewas-455001, Madhya Pradesh, India.

**Contact Person:** Mr. Sunil Maheshwari

**Tel. No.:** +91-7389400000

**E-mail:** md@aaradhyadisposalindustriesltd.in

**Website:** www.aaradhyadisposalindustriesltd.in

**Registration Number:** 032173

**Corporate Identification Number:** U21098MP2014PLC032173

### FACTORY

#### AARADHYA DISPOSAL INDUSTRIES LIMITED

Plot E-1 and E-2, Industrial Area No.- 1, A.B. Road,

Dewas-455001, Madhya Pradesh, India.

**Contact Person:** Mr. Sunil Maheshwari

**Tel. No.:** +91-7389400000

**E-mail:** md@aaradhyadisposalindustriesltd.in

**Website:** www.aaradhyadisposalindustriesltd.in

### REGISTRAR OF COMPANIES

#### REGISTRAR OF COMPANIES, GWALIOR

3rd Floor, Block-A, Sanjay Complex,

Jayendra Ganj, Gwalior-474009, Madhya Pradesh.

**Tel. No.:** 0751-2321907, 2331853

**E-mail:** roc.gwalior@mca.gov.in

**Website-** www.mca.gov.in

## DESIGNATED STOCK EXCHANGE

### NATIONAL STOCK EXCHANGE OF INDIA LIMITED (EMERGE PLATFORM)

Exchange Plaza, Plot No. C/1, G Block,  
 Bandra - Kurla Complex, Bandra (E),  
 Mumbai-400051, India.

## BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Sunil Maheshwari	50	02611461	15-B, Yashwant Colony, Moti Bungalow, Dewas, Madhya Pradesh-455001, India.	Managing Director
2.	Anil Maheshwari	46	06684862	15-B, Yashwant Colony, Moti Bungalow, Near New Childrens Home School, Dewas, Madhya Pradesh-455001, India.	Director & CFO
3.	Shashi Maheshwari	49	06780841	15-B, Yashwant Colony, Moti Bungalow, Dewas, Madhya Pradesh-455001, India.	Executive Director
4.	Narender Tulsidas Kabra	67	06851212	Row House 15, Shivalik, Kalindi Mid-Town, Opposite Sahara City, Bye Pass Road, Indore Kanadia Road, Indore-452016, Madhya Pradesh, India.	Independent Director
5.	Dharmendra Pawar	34	08068916	91C, Samyak Vihar Colony, Near Khatushyam Mandir, Jawahar Nagar, Dewas-455001, Madhya Pradesh.	Independent Director
6.	Siddharth Shankar Mahajan	48	10819584	305, Vishal Avenue, Nath Mandir Road, Indore-452001, Madhya Pradesh, India.	Independent Director

For further details of our directors, please refer to the chapter titled “*Our Management*” beginning on page 179.

### CHIEF FINANCIAL OFFICER

**Mr. Anil Maheshwari**

**Aaradhya Disposal Industries Limited**

Plot E-1, Industrial Area No.- 1, A.B. Road,  
 Dewas-455001, Madhya Pradesh, India.

**Tel. No.:** +91-9993653333

**E-mail:** cfo@aaradhyadisposalindustriesltd.in

**Website:** www.aaradhyadisposalindustriesltd.in

### COMPANY SECRETARY AND COMPLIANCE OFFICER

**Ms. Surabhi Modi**

**Aaradhya Disposal Industries Limited**

Plot E-1, Industrial Area No.- 1, A.B. Road,  
 Dewas-455001, Madhya Pradesh, India.

**Tel. No.:** +91-7880132743

**E-mail:** cs@aaradhyadisposalindustriesltd.in

**Website:** www.aaradhyadisposalindustriesltd.in

## INVESTOR GRIEVANCES

Investors may contact our **Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Book Running 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 account or refund orders, etc.**

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Individual Investors who applies for minimum application size. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

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

## BOOK RUNNING LEAD MANAGER TO THE ISSUE

### KHAMBATTA SECURITIES LIMITED

**Delhi NCR Office:**

806, World Trade Tower, Tower-B, Noida  
Sector-16, Uttar Pradesh- 201301, India.

**Contact Person:** Mr. Chandan Mishra

**Tel. No.:** +91-9953989693, 0120 4415469,

**E-mail:** chandan@khambattasecurities.com

**Website:** www.khambattasecurities.com

**SEBI Registration No.:** INM000011914

**Registered Office:**

#1 Ground Floor, 7/10, Botawala Building, 9 Bank  
Street, Horniman Circle, Fort, Mumbai-400001, India.

**Contact Person:** Mr. Sunil Shah

**Tel. No.:** 022-66413315

**E-mail:** ipo@khambattasecurities.com

**Website:** www.khambattasecurities.com

**SEBI Registration No.:** INM000011914

## REGISTRAR TO THE ISSUE

### BIGSHARE SERVICES PRIVATE LIMITED

Office No. S6-2, 6<sup>th</sup> Floor, Pinnacle Business Park,  
Mahakali Caves Road, Next to Ahura Centre,  
Andheri (East), Mumbai-400093, India.

**Contact Person:** Mr. Babu Raphael

**Tel. No.:** 022-62638200

**E-mail:** ipo@bigshareonline.com

**Website:** www.bigshareonline.com

**Investor Grievance E-mail:** investor@bigshareonline.com

**SEBI Registration No.:** INR000001385



## LEGAL ADVISOR TO THE ISSUER

### LEGACY LAW OFFICES LLP

Legacy House, D 18, Kalkaji,

New Delhi-110019, India

**Contact Person:** Ms. Shalini Munjal

**Tel. No.:** +91-9988198360

**E-mail:** shalini@legacylawoffices.com

**Website:** www.legacylawoffices.com

*Further, Legacy Law Offices LLP, the Legal Advisor, has given its legal due diligence report in relation to the Outstanding Litigations and Material Development dated July 18, 2025.*

## BANKERS TO THE COMPANY

### AXIS BANK LIMITED

1, Kamal Palace, Y. N. Road,  
Indore, Madhya Pradesh-452003, India.

**Contact Person:** Mr. Amit Jaiswal

Ms. Sheetal Sharivastav

**Tel. No.:** +91-7045156505; +91-9827066140

**E-mail:** amit.jaiswal2@axisbank.com

ccsu.indore@axisbank.com

**Website:** www.axisbank.com

### YES BANK LIMITED

Ground Floor, Hotel Mangal City, Scheme No. 54,  
Vijay Nagar Circle, Indore-452001, Madhya Pradesh.

**Contact Person:** Rahul Barfa

**Tel. No.:** +91-7314795857

**E-mail:** rahul.barfa@yesbank.in

**Website:** www.yesbank.in

## BANKER TO THE ISSUE / REFUND BANK / SPONSOR BANK

### AXIS BANK LIMITED

Season-1, A-5, Kalani Bagh, A.B. Road,  
Dewas-455001, Madhya Pradesh, India.

**Contact Person:** Mr. Tushar Bhogate

**Tel. No.:** +91-9833123999

**E-mail:** tushar.bhogate@axisbank.com

**Website:** www.axisbank.com

**SEBI Registration No.:** INBI00000017

**CIN No.:** L65110GJ1993PLC020769

## SYNDICATE MEMBER

### PRABHAT FINANCIAL SERVICES LIMITED

205, Navjeevan Complex, 29 Station Road,  
Jaipur-302006, Rajasthan, India.

**Contact Person:** Mr. Prakash Kabra

**Tel. No.:** 0141-4162029



**E-mail:** pfslindia@hotmail.com

**Website:** www.pfslindia.co.in

**SEBI Registration Number:** INZ000169433

#### **STATUTORY AUDITORS CUM PEER REVIEWED AUDITORS**

**M/s S R A M & Co.**

**Chartered Accountants**

A-3, 3<sup>rd</sup> Floor, L M Complex, Tower Chowk,  
Freemang, Ujjain-456010, Madhya Pradesh, India.

**Contact Person:** Mr. Sanjay Kumar Agrawal

**Tel. No.:** +91-8878750432

**Firm Registration No.:** 008244C

**Membership No.:** 076979

**Peer Review Certificate No.:** 014379

**Validity of Peer Review Certificate:** July 31, 2025

**E-mail:** ssna12345@yahoo.in

#### **STATEMENT OF INTER-SE ALLOCATION OF RESPONSIBILITIES**

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

#### **DESIGNATED INTERMEDIARIES:**

##### **Self-Certified Syndicate Banks (SCSB's)**

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the above-mentioned SEBI link.

##### **Syndicate SCSB Branches**

In relation to ASBA Applications submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, 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 email address, is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

##### **Registrar and Share Transfer Agent**

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

(<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 websites of SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), as updated from time to time.

### **CREDIT RATING**

This being an issue of equity shares, credit rating is not required.

### **IPO GRADING**

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

### **DEBENTURE TRUSTEES**

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

### **MONITORING AGENCY**

Since our Issue size does not exceeds fifty crore rupees, we are not required to appoint monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 262(1) of SEBI ICDR Regulations. Our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

### **FILING OF THE DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS WITH SEBI/ ROC**

The Draft Red Herring Prospectus had been filed on Emerge platform of the National Stock Exchange of India Limited.

The Draft Red Herring Prospectus was not filed with SEBI, nor SEBI had issued any observation on the Issue Document in terms of Regulation 246(2) of SEBI ICDR Regulations. Pursuant to SEBI Master Circular, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. Further, a copy of Red Herring Prospectus/ Prospectus, will also be filed with the EMERGE Platform of National Stock Exchange of India Limited, where the Equity Shares are proposed to be listed.

A copy of the Red Herring Prospectus, along with the material contracts, documents and the Prospectus will also be filed with the RoC under Section 26 and Section 32 of the Companies Act, 2013 and through the electronic portal.

### **APPRAISING ENTITY**

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

### **TYPE OF ISSUE**

The present Issue is considered to be 100% Book Building Issue.

### **GREEN SHOE OPTION**

No green shoe option is contemplated under the Issue.

## WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Book Running Lead Manager, reserve the right not to proceed with the Issue at any time after the Bid/Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-Issue advertisements were published, within two (2) days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue.

The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank (in case of Individual Investor's using the UPI Mechanism), to unblock the bank accounts of the ASBA Applicants, within one (1) 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 from SME Platform of National Stock Exchange of India Limited (NSE Emerge), which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus.

## EXPERT OPINION

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

Our Company has received written consent dated July 15, 2025 from the Statutory & Peer Reviewed Auditor namely, M/s S R A M & Co., Chartered Accountants, Peer Review Certificate No. 014379 & FRN 008244C to include their name as experts required under the SEBI ICDR Regulations in this Red Herring Prospectus and Prospectus in respect of the reports on the Restated Standalone Financial Statements dated June 12, 2025 and the Statement of Possible Tax Benefits dated July 15, 2025 issued by them and included in this Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 and as "Expert" as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received written consent through chartered engineer certificate dated June 10, 2025 from N. K. Maheshwari, Independent Chartered Engineer bearing membership number M-100732-1 to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in Red Herring Prospectus/ Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 in relation to the Certificate dated June 10, 2025 issued by them in their capacity as the Independent Chartered Engineer.

Our Company has received a written consent dated November 19, 2024 from the Legal Advisors, Legacy Law Offices LLP to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus, in respect of Legal Due Diligence Report in relation to the Outstanding Litigations and Material Development dated July 18, 2025 issued by them in their capacity as the independent legal counsel to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Our Company has received a written consent through certificate dated July 21, 2025, from the Practicing Company Secretary, namely, M/s Agrawal & Maheshwari, having the Firm Registration Number P2016MP054700, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus, in respect of certificates issued by them in their capacity as the independent practicing company secretary to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. Furthermore, M/s Agrawal & Maheshwari, Company Secretaries has given its report in relation to the Corporate Governance and Capital build-up of the Company dated July 21, 2025 each.

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

## CHANGES IN AUDITORS

Except as stated below, there has been no change in the Auditors of our Company in the last three financial years except as follows:

Name of Auditor	Appointment/ Resignation	Date of Appointment/ Resignation	Reason
M/s S R A M & Co.	Appointment	May 15, 2025	Statutory requirements
M/s R K Jagetiya & Co.	Resignation	April 30, 2025	Due to pre-occupancy
M/s R K Jagetiya & Co.	Appointment	September 30, 2024	Statutory requirements
M/s M.S. Rathi & Associates	Resignation	September 30, 2024	Due to expiration of tenure
M/s M.S. Rathi & Associates	Appointment	June 30, 2024	Appointment in Casual Vacancy
M/s Nidhi Manish Rathi & Co.	Resignation	June 01, 2024	Due to pre-occupancy

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement has been entered on April 01, 2025. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriter are several and are subject to certain conditions specified therein. The Underwriter has 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 (Rs. in Lakhs)	% of the total Issue Size Underwritten
<b>KHAMBATTA SECURITIES LIMITED</b> <b>Address:</b> Ground Floor, 7/10, Botawala Building, 9 Bank Street, Horniman Circle, Fort, Mumbai - 400001 Maharashtra, India. <b>Tel. No.:</b> +91-9953989693, 0120-4415469 <b>E-mail:</b> ipo@khambattasecurities.com <b>Contact Person:</b> Mr. Chandan Mishra <b>Website:</b> www.khambattasecurities.com <b>SEBI Registration No.:</b> INM000011914	38,88,000	[●]*	100.00
<b>Total</b>	<b>38,88,000</b>	<b>[●]*</b>	<b>100.00</b>

\*Subject to finalisation of issue price.

## MARKET MAKER

### PRABHAT FINANCIAL SERVICES LIMITED

205, Navjeevan Complex, 29 Station Road,  
Jaipur-302006, Rajasthan, India.

**Contact Person:** Mr. Prakash Kabra

**Tel. No.:** 0141-4162029

**E-mail:** pfslindia@hotmail.com

**Website:** www.pfslindia.co.in

**SEBI Registration Number:** INZ000169433

## DETAILS OF THE MARKET MAKING AGREEMENT

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by NSE and SEBI in this matter from time to time.

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

- ❖ The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
- ❖ The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of NSE Emerge and SEBI from time to time.
- ❖ The minimum depth of the quote shall be Rs. 2,00,000. However, the investors with holdings of value less than Rs. 2,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of Rs. [●]/- per share the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.
- ❖ After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
- ❖ There shall be no exemption/ threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- ❖ On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
- ❖ There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/ fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- ❖ The Inventory Management and Buying/ Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE Emerge from time to time.
- ❖ Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
- ❖ There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

- ❖ The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE Emerge Platform and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
- ❖ There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/ fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- ❖ The 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 Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
- ❖ In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
- ❖ Risk containment measures and monitoring for Market Maker: NSE Emerge Platform will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- ❖ Punitive Action in case of default by Market Maker: NSE Emerge 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.
- ❖ 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 Rs. 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 NSE Emerge:

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

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

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

- ❖ The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ NSE from time to time.
- ❖ 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 Red Herring Prospectus and after giving effect to this Issue, is set forth below:

(Rs. in lakhs except share data)

Sr. No.	Particulars	Aggregate Value	
		Face Value	Issue Price
A.	<b>AUTHORISED SHARE CAPITAL</b>		
	1,60,00,000 Equity Shares of face value of Rs. 10/- each	1,600.00	-
B.	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL</b>		
	1,02,50,000 fully paid-up Equity Shares of face value of Rs. 10/- each	1,025.00	-
C.	<b>PRESENT ISSUE IN TERMS OF THIS RED HERRING PROSPECTUS*</b>		
	Fresh Issue of up to 38,88,000 Equity Shares of face value of Rs. 10/- each aggregating to Rs. [●] Lakhs <sup>(1)</sup>	388.80	[●]
	<i>Which Comprises of:</i>		
	<b>Reservation for Market Maker portion</b>		
	1,94,400 Equity Shares of face value of Rs. 10/- each	19.44	[●]
	<b>Net Issue to the Public</b>		
	36,93,600 Equity Shares of face value of Rs. 10/- each	369.36	[●]
	<b>Of the Net Issue to Public:</b>		
	<i>Allocation to Qualified Institutional Buyers</i>		
	1,84,800 Equity Shares of face value of Rs. 10/- each	18.48	[●]
	<i>Allocation to Individual Investors who applies for minimum application size</i>		
	17,54,400 Equity Shares of face value of Rs. 10/- each	175.44	[●]
	<i>Allocation to Non-Institutional Investors</i>		
	17,54,400 Equity Shares of face value of Rs. 10/- each	175.44	[●]
D.	<b>ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE ISSUE</b>		
	Up to 1,41,38,000 Equity Shares of face value of Rs. 10/- each	1,413.80	-
E.	<b>SECURITIES PREMIUM ACCOUNT</b>		
	Before the Issue		224.10
	After the Issue		[●]

<sup>(1)</sup>upon finalisation of issue price.

\*The Issue has been authorized pursuant to a resolution passed by our Board dated October 29, 2024 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on November 15, 2024.

### Class of Shares

The Company has single classes of share capital i.e., Equity Shares of face value of Rs. 10/- each. All Equity Shares issued are fully paid-up. Our Company does not have any outstanding convertible instruments as on the date of this Red Herring Prospectus.

## NOTES TO THE CAPITAL STRUCTURE:

### 1. Changes in Authorized Share Capital

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

Sr. No.	Date of Ordinary Resolution	Nature	From		To	
			No. of Shares	Amount (in Rs.)	No. of Shares	Amount (in Rs.)
1.	January 16, 2014*	Authorised Share Capital	-	-	10,00,000	1,00,00,000
2.	April 24, 2014		10,00,000	1,00,00,000	20,00,000	2,00,00,000
3.	July 21, 2015		20,00,000	2,00,00,000	50,00,000	5,00,00,000
4.	June 30, 2024		50,00,000	5,00,00,000	1,40,00,000	14,00,00,000
5.	June 30, 2025		1,40,00,000	14,00,00,000	1,60,00,000	16,00,00,000

\*On January 16, 2014 our Company was incorporated with an Authorised Share Capital of Rs. 1,00,00,000/- divided into 10,00,000 Equity Shares of face value of Rs. 10/- each.

### 2. Equity Share Capital:

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

Date of Allotment	No. of Shares Allotted	Face Value (in Rs.)	Issue Price (in Rs.)	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid-up Capital (in Rs.)
Upon Incorporation <sup>#</sup>	1,00,000	10	10	Subscription to MOA <sup>(1)</sup>	Cash	1,00,000	10,00,000
May 06, 2014	9,00,000	10	10	Conversion of Unsecured Loan <sup>(2)</sup>	Other than Cash	10,00,000	1,00,00,000
March 09, 2015	10,00,000	10	10	Conversion of Unsecured Loan <sup>(3)</sup>	Other than Cash	20,00,000	2,00,00,000
November 07, 2015	30,00,000	10	10	Right Issue <sup>(4)</sup>	Cash	50,00,000	5,00,00,000
September 15, 2017*	(10,000)	10	-	Buy-back of Shares <sup>(5)</sup>	-	49,90,000	4,99,00,000
July 08, 2024 <sup>§</sup>	49,90,000	10	-	Bonus Issue <sup>(6)</sup>	Other than Cash	99,80,000	9,98,00,000
September 02, 2024	2,70,000	10	93	Preferential Issue <sup>(7)</sup>	Cash	1,02,50,000	10,25,00,000

<sup>#</sup>Shares was subscribed by Initial Subscribers to the Memorandum of Association upon incorporation i.e., on January 16, 2014.

\*As on September 15, 2017, the Company bought back its 10,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 10/- each amounting to Rs. 1,00,000 only.

<sup>§</sup>As on July 08, 2024, the Company has issued bonus shares to its existing shareholders in the ratio of 1:1.

All the above-mentioned shares are fully paid up since the date of allotment.

1) Initial Subscribers to Memorandum of Association hold 1,00,000 Equity Shares of face value of Rs. 10/- each fully paid up as per the details given below:

Sr. No.	Name of Persons	No. of Shares Subscribed
1.	Sunil Maheshwari	24,000
2.	Anil Maheshwari	24,000
3.	Shashi Maheshwari	52,000
	<b>Total</b>	<b>1,00,000</b>

2) Conversion of Unsecured Loan into Equity by way of issue of 9,00,000 Equity Shares of face value of Rs.10/- each fully paid up for consideration other than cash as per the details given below:

Sr. No.	Name of Allottees	No. of Shares Allotted
1.	Sunil Maheshwari	2,16,000
2.	Anil Maheshwari	2,16,000
3.	Shashi Maheshwari	4,68,000
	<b>Total</b>	<b>9,00,000</b>

3) Conversion of Unsecured Loan into Equity by way of issue of 10,00,000 Equity Shares of face value of Rs.10/- each fully paid up for consideration other than cash as per the details given below:

Sr. No.	Name of Allottees	No. of Shares Allotted
1.	Sunil Maheshwari	3,28,200
2.	Anil Maheshwari	2,35,200
3.	Shashi Maheshwari	4,36,600
	<b>Total</b>	<b>10,00,000</b>

4) Right Issue of 30,00,000 Equity Shares of face value of Rs.10/- each fully paid up as per the details given below:

Sr. No.	Name of Allottees	No. of Shares Allotted
1.	Sunil Maheshwari	7,20,000
2.	Anil Maheshwari	7,20,000
3.	Shashi Maheshwari	15,60,000
	<b>Total</b>	<b>30,00,000</b>

5) Buy-back of 10,000 Equity Shares of face value of Rs.10/- each fully paid up at a price of Rs. 10/- each as per the details given below:

Sr. No.	Name of Shareholder	No. of Shares Bought Back
1.	Shashi Maheshwari	10,000
	<b>Total</b>	<b>10,000</b>

6) Bonus Issue of 49,90,000 Equity Shares of face value of Rs.10/- each fully paid up for consideration other than cash in the ratio of 1:1 as per the details given below:

Sr. No.	Name of Allottees	No. of Shares Allotted
1.	Sunil Maheshwari	12,00,000
2.	Anil Maheshwari	12,00,000
3.	Shashi Maheshwari	25,90,000
	<b>Total</b>	<b>49,90,000</b>

7) Preferential Issue of 2,70,000 Equity Shares of face value of Rs.10/- each fully paid up at a premium of Rs. 83/- as per the details given below:

Sr. No.	Name of Allottees	No. of Shares Allotted
1.	Narendra Kumar Daga	20,000
2.	Rechael Lakhota	15,000
3.	Ankit Jain	10,000
4.	Tarun Moonat	20,000
5.	Saumya Lakhota	10,000
6.	Shilpa Moonat	20,000
7.	KIFS Dealers (Partner - Khandwala Finstock Private Limited)	50,000
8.	Rajat Goyal HUF	10,000
9.	Sandeep Mittal & Sons HUF	10,000
10.	Sandeep Jain & Sons HUF	15,000
11.	Kapoor Infra Home Private Limited	30,000
12.	VS Fincore Private Limited	30,000
13.	VKC Corporate Solutions Private Limited	30,000
	<b>Total</b>	<b>2,70,000</b>

*Note: Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Red Herring Prospectus.*

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

<b>Date of Allotment</b>	May 06, 2014	
<b>Type of Allotment</b>	Conversion of Unsecured Loan	
<b>Number of Equity Shares</b>	9,00,000	
<b>Face Value (in Rs.)</b>	10/-	
<b>Issue Price (in Rs.)</b>	10/-	
<b>Reason of Allotment</b>	Conversion of Loan into Equity for consideration other than Cash	
<b>Benefits accrued to Company</b>	Debt Reduction to improve the Debt Equity Ratio of Company	
<b>Name of Allottees and Number of Equity Shares Allotted</b>	<b>Name of Allottees</b>	<b>Number of Equity Shares Allotted</b>
	Sunil Maheshwari	2,16,000
	Anil Maheshwari	2,16,000
	Shashi Maheshwari	4,68,000
	<b>Total</b>	<b>9,00,000</b>

<b>Date of Allotment</b>	March 09, 2015	
<b>Type of Allotment</b>	Conversion of Unsecured Loan	
<b>Number of Equity Shares</b>	10,00,000	
<b>Face Value (in Rs.)</b>	10/-	
<b>Issue Price (in Rs.)</b>	10/-	
<b>Reason of Allotment</b>	Conversion of Loan into Equity for consideration other than Cash	
<b>Benefits accrued to Company</b>	Debt Reduction to improve the Debt Equity Ratio of Company	
<b>Name of Allottees and Number of Equity Shares Allotted</b>	<b>Name of Allottees</b>	<b>Number of Equity Shares Allotted</b>
	Sunil Maheshwari	3,28,200
	Anil Maheshwari	2,35,200
	Shashi Maheshwari	4,36,600
	<b>Total</b>	<b>10,00,000</b>

<b>Date of Allotment</b>	July 08, 2024	
<b>Type of Allotment</b>	Bonus Shares	
<b>Number of Equity Shares</b>	49,90,000	
<b>Face Value (in Rs.)</b>	10/-	
<b>Issue Price (in Rs.)</b>	-	
<b>Reason of Allotment</b>	Other than Cash - Bonus Issue	
<b>Benefits accrued to Company</b>	Capitalisation of Free Reserves	
<b>Name of Allottees and Number of Equity Shares Allotted</b>	<b>Name of Allottees</b>	<b>Number of Equity Shares Allotted</b>
	Sunil Maheshwari	12,00,000
	Anil Maheshwari	12,00,000
	Shashi Maheshwari	25,90,000
	<b>Total</b>	<b>49,90,000</b>

4. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 or under Section 230-234 of the Companies Act, 2013.
5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.
6. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
7. Except as disclosed below, we have not issued any equity shares in last one year at price below Issue Price:

<b>Date of Allotment</b>	September 02, 2024	
<b>Type of Allotment</b>	Preferential Issue	
<b>Number of Equity Shares</b>	2,70,000	
<b>Face Value (In Rs.)</b>	10/-	
<b>Issue Price (In Rs.)</b>	93.00	
<b>Reason of Allotment</b>	Cash	
<b>Benefits accrued to Company</b>	To fulfil Working Capital requirement	
<b>Name of Allottees and Number of Equity Shares Allotted</b>	<b>Name of Allottees</b>	<b>Number of Equity Shares Allotted</b>
	Narendra Kumar Daga	20,000
	Rechael Lakhotia	15,000
	Ankit Jain	10,000
	Tarun Moonat	20,000
	Saumya Lakhotia	10,000
	Shilpa Moonat	20,000
	KIFS Dealers (Partner - Khandwala Finstock Private Limited)	50,000
	Rajat Goyal HUF	10,000
	Sandeep Mittal & Sons HUF	10,000
	Sandeep Jain & Sons HUF	15,000
	Kapoor Infra Home Private Limited	30,000
	VS Finycore Private Limited	30,000
	VKC Corporate Solutions Private Limited	30,000
	<b>Total</b>	<b>2,70,000</b>

## 8. Details of shareholding of Promoters:

### • Mr. Sunil Maheshwari

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
Upon Incorporation	24,000	10	10	Subscriber to MoA	0.23	0.17	-	-
May 06, 2014	2,16,000	10	10	Conversion of Unsecured Loan	2.11	1.53	-	-
March 08, 2015	(88,200)*	10	Nil	Transfer of Shares by way of Gift	(0.86)	(0.62)	-	-
March 09, 2015	3,28,200	10	10	Conversion of Unsecured Loan	3.20	2.32	-	-
November 07, 2015	7,20,000	10	10	Right Issue	7.02	5.09	-	-
July 08, 2024	12,00,000	10	-	Bonus Issue in the ratio of 1:1	11.71	8.49	-	-
September 02, 2024	(2,000) <sup>#</sup>	10	Nil	Transfer of Shares by way of Gift	(0.02)	(0.01)	-	-
<b>Total</b>	<b>23,98,000</b>				<b>23.40</b>	<b>16.96</b>		

\*Mr. Sunil Maheshwari transferred 4,800 Equity Shares to Mr. Anil Maheshwari and 83,400 Equity Shares to Mrs. Shashi Maheshwari by way of gift.

<sup>#</sup>Mr. Sunil Maheshwari transferred 500 Equity Shares each to Mr. Ajay Tapadia, Ms. Sheela Tapadia, Ms. Mamta Soni and Mr. Chetanya Soni each by way of gift.

### • Mr. Anil Maheshwari

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %	No. of Shares Pledged	% of Shares Pledged
Upon Incorporation	24,000	10	10	Subscriber to MoA	0.23	0.17	-	-
May 06, 2014	2,16,000	10	10	Conversion of Unsecured Loan	2.11	1.53	-	-
March 08, 2015	4,800	10	Nil	Transfer of Shares from Sunil Maheshwari by way of Gift	0.05	0.03	-	-
March 09, 2015	2,35,200	10	10	Conversion of Unsecured Loan	2.29	1.66	-	-



November 07, 2015	7,20,000	10	10	Right Issue	7.02	5.09	-	-
July 08, 2024	12,00,000	10	-	Bonus Issue in the ratio of 1:1	11.71	8.49	-	-
<b>Total</b>	<b>24,00,000</b>				<b>23.41</b>	<b>16.98</b>		

• **Mrs. Shashi Maheshwari**

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %	No. of Shares Pledged	% of Shares Pledged
Upon Incorporation	52,000	10	10	Subscriber to MoA	0.51	0.37	-	-
May 06, 2014	4,68,000	10	10	Conversion of Unsecured Loan	4.57	3.31	-	-
March 08, 2015	83,400	10	Nil	Transfer of Shares from Sunil Maheshwari by way of Gift	0.81	0.59	-	-
March 09, 2015	4,36,600	10	10	Conversion of Unsecured Loan	4.26	3.09	-	-
November 07, 2015	15,60,000	10	10	Right Issue	15.22	11.03	-	-
September 15, 2017	(10,000)	10	10	Buy-back of Shares	(0.10)	(0.07)	-	-
July 08, 2024	25,90,000	10	-	Bonus Issue in the ratio of 1:1	25.27	18.32	-	-
<b>Total</b>	<b>51,80,000</b>				<b>50.54</b>	<b>36.64</b>		

9. Our Promoter Group, Directors and their immediate relatives have not purchased/ sold Equity Shares of the Company during last 6 months from the date of this Red Herring Prospectus.

10. Our Promoters have confirmed to the Company and the Book Running Lead Manager that the Equity Shares held by them have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.

11. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchange.

12. Details of Promoter's Contribution locked in for three years:

As per sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post-Issue Capital shall be considered as Promoter's Contribution.

Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the Post-Issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Red Herring Prospectus until the completion of the lock-in period specified above.

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

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

We further confirm that Minimum Promoter's Contribution of 20% of the post issue paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter's Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoters under the SEBI (ICDR) Regulations, 2018.

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

Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoter's Contribution are set forth in the table below:

Date of Allotment/Transfer	No. of Equity Shares Locked-in *	Face Value (in Rs.)	Issue/ Acquisition Price (in Rs.)	Nature of Allotment	% of Pre-Issue Capital	% of Post Issue Capital	Lock-in Period
Mr. Sunil Maheshwari (A)							
July 08, 2024	9,50,000	10.00	Nil	Bonus Issue	9.27	6.72	3 years
Total (A)	9,50,000				9.27	6.72	
Mr. Anil Maheshwari (B)							
July 08, 2024	9,50,000	10.00	Nil	Bonus Issue	9.27	6.72	3 years
Total (B)	9,50,000				9.27	6.72	
Mrs. Shashi Maheshwari (C)							
July 08, 2024	9,50,000	10.00	Nil	Bonus Issue	9.27	6.72	3 years
Total (C)	9,50,000				9.27	6.72	
Grand Total (A+B+C)	28,50,000				27.80	20.16	

*\*Subject to finalization of Basis of Allotment.*

*Note: It is hereby confirmed that 50% of promoter's holding in excess of minimum promoters contribution shall be locked-in for a period of 2 years and remaining 50% shareholding for a period of 1 year from the date of allotment in the IPO in accordance with Regulation 238(b).*

The Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI ICDR Regulations. It is clarified that the price per share for determining securities ineligible for minimum promoters' contribution, shall be determined after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by our Company. Equity Shares offered by the Promoters for the minimum Promoter's contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Public Issue.

We confirm that the minimum Promoter's contribution of 20% which is subject to lock-in for three years does not consist of:

- a) Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- b) Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoter's contribution;
- c) Equity Shares acquired by Promoters during the preceding one year at a price lower than the Issue Price;
- d) The Equity Shares held by the Promoters and offered for minimum 20% Promoter's Contribution are not subject to any pledge.
- e) Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter's Contribution subject to lock-in.

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

***Equity Shares locked-in for two years/ one year, as the case may be, other than Minimum Promoter's Contribution***

In addition to the Promoter's Contribution that are locked-in for three years as the minimum Promoter's contribution, as per regulation 238 (b) promoters' holding in excess of minimum promoters' contribution shall be locked-in as follows:

- a) 50% of promoter's holding in excess of minimum promoter's contribution shall be locked in for a period of two years from the date of allotment in the initial public offer;
- b) remaining fifty percent of promoter's holding in excess of minimum promoter's contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

Additionally, public shareholding of the Pre-Issue Equity Share Capital of our Company, shall be locked in for a period of one year from the date of allotment in the Public Issue. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

***Inscription or recording of non-transferability***

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

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

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

- a. if the equity shares are locked-in in terms of clause (a) of Regulation 238, the loan has been granted to the company or its subsidiary(ies), if any for the purpose of financing one or more of the objects of the Offer and pledge of equity shares is one of the terms of sanction of the loan;
- b. if the specified securities are locked-in in terms of clause (b) of Regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

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

- a. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI ICDR Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new 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 SEBI SAST Regulations as applicable.
- b. Pursuant to Regulation 243 of the SEBI ICDR Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI ICDR Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI SAST Regulations as applicable.

### 13. Shareholding Pattern of our Company:

A. The table below represents the current shareholding pattern of our Company:

#### 1. Summary of Shareholding Pattern

Cate gory Code	Catego ry of shareh older	No. of shareh olders	No. of fully paid up equity shares held	No. of Par tly pai d up equ ity sha res hel d	No. of shares underly ing Deposit ory Receipt s	Total nos. shares held	Shareh olding as a % of total no. of shares (calcula ted as per SCRR, 1957) As a % of (A+B+ C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underl ying Outsta nding conver tible securiti es (includ ing Warra nts)	Shareho lding, as a % assumin g full convers ion of converti ble securiti es (as a percent age of diluted share Capital) As a % of (A+B+ C2)	Number of locked in Shares* *		Number of Shares pledged or otherwi se encumb ered		Number of shares held in demater ialized form
								No. of Voting Rights			Total as a % of (A+B +C)			N o. (a )	As a % of tot al sha res hel d (B)	N o. (a )	As a % of tot al sha res hel d (B)	
								Class- (Equit y)	Class- (Prefer ence)	Total								
I	II	III	IV	V	VI	VII=IV +V+VI	VIII	IX				X	XI=VII +X	XII		XIII		XIV
(A)	Promot ers and Promot er Group	05	99,79, 000	-	-	99,79,00 0	97.36	99,79, 000	-	99,79, 000	97.36	-	97.36	-	-	-	-	99,79,00 0

(B)	Public	15	2,71,000	-	-	2,71,000	2.64	2,71,000	-	2,71,000	2.64	-	2.64	-	-	-	-	2,71,000
(C)	Non Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>20</b>	<b>1,02,50,000</b>	<b>-</b>	<b>-</b>	<b>1,02,50,000</b>	<b>100.00</b>	<b>1,02,50,000</b>	<b>-</b>	<b>1,02,50,000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,02,50,000</b>

\*As on the date of this Red Herring Prospectus 1 Equity Share holds 1 vote. There is no voting right on the preference shares issued by our Company.

\*\*Shall be locked-in on or before filing of Prospectus with NSE, SEBI & RoC.

## B. Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group (individuals).

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
<b>Promoters</b>					
1.	Sunil Maheshwari	23,98,000	23.40	23,98,000	16.96
2.	Anil Maheshwari	24,00,000	23.41	24,00,000	16.98
3.	Shashi Maheshwari	51,80,000	50.54	51,80,000	36.64
<b>Promoters Group</b>					
4.	Sheela Tapadia	500	negligible	500	negligible
5.	Mamta Soni	500	negligible	500	negligible
	<b>Total</b>	<b>99,79,000</b>	<b>97.36</b>	<b>99,79,000</b>	<b>70.58</b>

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
1.	Sunil Maheshwari	23,98,000	5.37
2.	Anil Maheshwari	24,00,000	4.98
3.	Shashi Maheshwari	51,80,000	4.84

*Note: The Cost of Acquisition of Equity Shares by the Promoters has been certified by the Statutory Auditor of the Company, M/s S R A M & Co., Chartered Accountants, vide certificate dated July 15, 2025, bearing UDIN: 25076979BMHUCG6453.*

### 14. The List of the Shareholders of the Company holding 1% or more of the Paid-up Share Capital.

- As on the date of this Red Herring Prospectus

Sr. No.	Name of Shareholders	No. of Equity Shares (FV of Rs. 10/- each)	% of Pre-Issued Capital
1.	Sunil Maheshwari	23,98,000	23.40
2.	Anil Maheshwari	24,00,000	23.41
3.	Shashi Maheshwari	51,80,000	50.54
	<b>Total</b>	<b>99,78,000</b>	<b>97.35</b>

- Ten days prior to the date of this Red Herring Prospectus.

Sr. No.	Name of Shareholders	No. of Equity Shares (FV of Rs. 10/- each)	% of Pre-Issued Capital
1.	Sunil Maheshwari	23,98,000	23.40
2.	Anil Maheshwari	24,00,000	23.41
3.	Shashi Maheshwari	51,80,000	50.54
	<b>Total</b>	<b>99,78,000</b>	<b>97.35</b>



- **One Year prior to the date of this Red Herring Prospectus.**

Sr. No.	Name of Shareholders	No. of Equity Shares (FV of Rs. 10/- each)	% of Pre-Issued Capital
1.	Sunil Maheshwari	23,98,000	23.40
2.	Anil Maheshwari	24,00,000	23.41
3.	Shashi Maheshwari	51,80,000	50.54
<b>Total</b>		<b>99,78,000</b>	<b>97.35</b>

- **Two Years prior to the date of this Red Herring Prospectus.**

Sr. No.	Name of Shareholders	No. of Equity Shares (FV of Rs. 10/- each)	% of Pre-Issued Capital
1.	Sunil Maheshwari	12,00,000	24.05
2.	Anil Maheshwari	12,00,000	24.05
3.	Shashi Maheshwari	25,90,000	51.90
<b>Total</b>		<b>49,90,000</b>	<b>100.00</b>

- There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Book Running Lead Manager for purchase of Equity Shares offered through this Red Herring Prospectus.
- As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
- Except, as otherwise disclosed in the chapter titled "*Objects of the Issue*" beginning on page 88, we have not raised any bridge loans against the proceeds of the Issue.
- Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading titled "*Basis of Allotment*" beginning on page 314.
- The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
- Except as disclosed in this Red Herring Prospectus, our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Red Herring Prospectus.
- In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, as amended from time to time.
- Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and National Stock Exchange of India Limited.
- As per Regulation 268(2) of SEBI (ICDR) Regulations, 2018, an over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
- As per Regulation 268 (3) of SEBI (ICDR) Regulations, 2018 read with SEBI (ICDR) Amendment, 2025. The allotment of specified securities to applicants other than individual investors "who applies for minimum application size, non-institutional investors and anchor investors (if any) shall be on proportionate basis within the specified investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed in the offer document. Provided that the value of specified securities allotted to any person, except in case of employees, in pursuance of reservation made under clause (a) of sub-regulation (1) or clause (a) of sub regulation (2) of regulation 254, shall not exceed two lakhs rupees.

25. As per Regulation 268 (3A), subject to the availability of shares in non-institutional investors' category, the allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in non-institutional investor category, and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of these regulations.
26. The Issue is being made through Book Building Method.
27. As on date of filing of this Red Herring Prospectus with Stock Exchange, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.
28. On the date of filing this Red Herring Prospectus with Stock Exchange, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
29. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
30. Book Running Lead Manager to the Issue viz. Khambatta Securities Limited and its associates do not hold any Equity Shares of our Company.
31. Our Company has not revalued its assets since incorporation.
32. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
33. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
34. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
35. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Red Herring Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
36. Except as disclosed in this Red Herring Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Bid/Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
37. The Company is in the compliance with the Companies Act, 1956 & Companies Act, 2013 with respect to issuance of securities since inception till the date of filing of this Red Herring Prospectus.

## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of upto 38,88,000 Equity Shares of our Company at an Issue Price of Rs. [●] per Equity Share aggregating to Rs. [●] Lakhs.

#### FRESH ISSUE

We intend to utilize the proceeds of the Issue to meet the following objects: -

1. To meet the working capital requirements of the Company;
2. To fund the expansion plan of the Company i.e. Capital expenditure towards purchase of Plant and Machinery and Civil Work
3. Prepayment of term loans to banks, and
4. General Corporate Purpose.

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum of Association enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the object's clause of our Memorandum.

#### NET ISSUE PROCEEDS

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be Rs. [●] Lakhs (the "Net Issue Proceeds").

The details of the Net Issue Proceeds are set forth below:

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
1.	Gross Proceeds of the Issue*	[●]
2.	Less: Issue related expenses	[●]
	<b>Net Issue Proceeds</b>	<b>[●]</b>

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

#### FUND REQUIREMENTS

The fund requirement and deployment of funds for working capital requirements, capital expenditure towards purchase of Plant and Machinery and civil work and prepayment of term loans to banks are based on internal management estimates of our Company and have not been verified by the Book Running Lead Manager or appraised by any bank or financial institution or any other external agency. In case the Company requires capital more than the estimated capital, it shall be met from the internal accruals. 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, revision in statutory dues payable to the onsite employees and interest rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management.

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

(Rs. in Lakhs)

Sr. No.	Particulars	Amount
1.	Working Capital Requirement	2,000.00
2.	To fund the expansion plan of the Company i.e. Capital expenditure towards purchase of Plant and Machinery and Civil Work	1,585.76
3.	Prepayment of term loans to banks	160.13
4.	General Corporate Purpose <sup>(1)</sup>	[●]

	<b>Total</b>	[●]
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<sup>(1)</sup>To be determined on finalisation of the Issue Price and updated in the Prospectus. The amount utilised for General Corporate Purposes shall not exceed 15% of the amount being raised by the Issuer or Rs. 10 crores, whichever is less.

The requirements of the objects detailed above are intended to be funded from the Net Proceeds, internal accruals, net-worth, existing debt financing and unsecured loans. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue, per Regulation 230(1)(e) of the SEBI (ICDR) Regulations.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. In case the Company requires capital more than the estimated capital, it shall be met from the internal accruals. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

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

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

For further details on the risks involved in our business plans and executing our business strategies, please refer to the chapter titled “Risk Factors” beginning on page 27.

## DETAILS OF UTILIZATION OF ISSUE PROCEEDS

### 1. To meet working capital requirements

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, net worth, financing from various banks, financial institutions and unsecured loans. For further details, please refer to the chapter titled “Financial Indebtedness” beginning on page 208.

#### A) Existing Working Capital:

The details of the Company’s working capital as at March 31, 2025, March 31, 2024 and March 31, 2023 and the source of funding, are derived from the restated standalone financial statements of our Company, on the basis of Certificate dated July 15, 2025 issued by our Statutory Auditor, M/s S R A M & Co., Chartered Accountants, bearing UDIN: 25076979BMHUCS6410 are provided in the table below:

(Rs. in Lakhs)

Particulars	Fiscal 2025 (Actual)	No. of days	Fiscal 2024 (Actual)	No. of days	Fiscal 2023 (Actual)	No. of days
<b>Current Assets</b>						
Inventories	2,286.81	73	1,513.78	75	1,794.65	78
Trade Receivables	2,283.51	73	1,550.78	77	1,608.23	70
Short-Term Loans and Advances	420.63		458.24		352.13	
Other Current Assets	659.39		659.39		0.00	

<b>Total Current Assets (A)</b>	<b>5,650.34</b>		<b>4,182.19</b>		<b>3,755.01</b>	
<b>Current Liabilities</b>						
Trade Payables	788.37	32	607.85	35	648.08	32
Other Current Liabilities	109.76		130.50		284.53	
Short Term Provisions	393.80		127.28		77.20	
<b>Total Current Liabilities (B)</b>	<b>1,291.93</b>		<b>865.63</b>		<b>1,009.81</b>	
<b>Total Working Capital Requirements (A+B)</b>	<b>4,358.41</b>		<b>3,316.56</b>		<b>2,745.20</b>	
<b>Funding Pattern</b>						
<b>Working Capital Funding from Banks and Financial Institutions</b>	<b>2,506.69</b>		<b>2,680.23</b>		<b>1,936.94</b>	
<b>Capital, Internal Accruals</b>	<b>1,851.72</b>		<b>636.33</b>		<b>808.26</b>	

#### B) Estimated Working Capital Requirements

Our Company proposes to utilize Rs. 2,000.00 lakhs of the Net Proceeds for our estimated working capital requirements. We will utilize Rs. 2,000.00 lakhs in Fiscal 2026. The balance portion of our Company working capital requirement, if any, shall be met from the working capital facilities availed/ to be availed and internal accruals. The estimated working capital requirements, as approved by the Board of Directors in their meeting held on July 14, 2025 & certified by the statutory auditor M/s S R A M & Co., Chartered Accountants *vide* the certificate dated July 15, 2025 bearing UDIN: 25076979BMHUCS6410 and key assumptions with respect to the determination of the same are mentioned below. Our Company's estimated working capital requirements for Fiscal 2026 for the proposed funding of such working capital requirements are as set out in the table below:

(Rs. in Lakhs)

<b>Particulars</b>	<b>Fiscal 2026 (Projected)</b>	<b>No. of Days</b>
<b>Current Assets</b>		
Inventories	3,628.66	83
Trade Receivables	3,555.56	81
Short-Term Loans and Advances	829.10	
Other Current Assets	659.39	
<b>Total Current Assets (A)</b>	<b>8,672.71</b>	
<b>Current Liabilities</b>		
Trade payables	1,208.04	35
Other current liabilities	115.25	
Short-term provisions	320.23	
<b>Total Current Liabilities (B)</b>	<b>1,643.51</b>	
<b>Total Working Capital Requirements (A-B)</b>	<b>7,029.20</b>	
<b>Funding Pattern</b>		
<b>Working Capital Funding from Banks and Financial Institutions</b>	<b>2,310.00</b>	
<b>Proposed Working Capital to be funded from IPO</b>	<b>2,000.00</b>	
<b>Capital, Internal Accruals</b>	<b>2,719.20</b>	

As disclosed in the above table, Company's working capital requirements majorly consists of Inventories and Trade Receivables:

(Rs. in Lakhs)

Particulars	Fiscal 2026 (Projected)	Fiscal 2025 (Audited)	Fiscal 2024 (Audited)	Fiscal 2023 (Audited)
Total Working Capital Requirements	7,029.20	4,358.41	3,316.57	2,745.20
Inventories	3,628.66	2,286.81	1,513.78	1,794.65
Trade Receivables	3,555.56	2,283.51	1,550.78	1,608.23

#### Reason for high Inventories in our business: -

The cost of production for our Company mainly dependent on cost of paper which may fluctuate due to various micro and macro-economic factors. To minimize cost of production it is important our Company to analyse the price trend for paper. The level of inventory is decided keeping in mind the expected price of paper. Due to wide acceptance of paper product the cost of paper is in the rising trend. Our Company maintain the sufficient inventory so as to minimize the impact of price escalation. Typically, our Company maintain inventory for 70 to 85 days to ensure adequate availability of the raw material at a more competitive price.

#### Reason for high Trade receivables in our business: -

To promote sales and remain competitive in the market our Company provide credit period to our customers which range from 70 to 80 days depending on the customers. We face competition not only from the domestic players but also from international player, especially from China. Our Company face stiff competition from the Chinese sellers as China provide export subsidiary to the manufactures on export. Additionally, our Company faces intense competition from the large number of domestic manufactures of paper cup blanks, food grade papers and other paper products who operate in different regional market and various levels. Our credit policy also dependent on the demand of our products in domestic and international markets which has the bearing on various macro and micro economic factors.

#### Reason for increase in sales and profit after tax in past financial years are:

##### FISCAL 2025

Our revenue from operations increased by Rs. 3,975.67 lakhs or 53.77% to Rs.11,369.15 lakhs in Fiscal 2025, as compared to Rs. 7,393.48 lakhs in Fiscal 2024. This growth was primarily driven by increased demand for our products. The sale volume increased from 9,621.55 MT in Fiscal 2024 to 12,626.35 MT in Fiscal 2025, reflecting a 31.23% increase. Additionally, our Company added new products in Fiscal 2025, such as Paper MTR /OTR and OGR Paper which contributed Rs. 285.18 lakhs and Rs. 427.75 lakhs or 2.51% and 3.76% respectively in the overall sales mix. It is pertinent to note that the revenue for Fiscal 2024 was adversely impacted by a fire incident at our factory on May 05, 2023, which led to the loss of a significant quantity of raw material inventory. Consequently, the operations remained shut for approximately two months due to infrastructure restoration, insurer surveys, and resource realignment. The lower revenue base in Fiscal 2024 also contributed to the sharp year-on-year growth in Fiscal 2025.

As per the Restated Standalone Financial Statement, our profit after tax increased by Rs. 628.80 lakhs or 157.76% to Rs. 1,027.39 lakhs for Fiscal 2025 as compared to Rs. 398.59 lakhs for Fiscal 2024, for further information in respect of changes in profits, please refer to the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 218.

##### FISCAL 2024

Our revenue from operations decreased by Rs. 1,021.14 lakhs or 12.14% to Rs. 7,393.48 lakhs for Fiscal 2024 as compared to Rs. 8,414.63 lakhs for Fiscal 2023. This decrease in revenue from operations was primarily due to fire incident in factory on May 05, 2023 due to which our Company lost significant amount of inventories i.e. raw

material. Our Company had to remain shut for two months due to infrastructure rearrangement, survey by insurer and realignment of resources.

As per the Restated Standalone Financial Statement, our profit after tax increased by Rs. 184.11 lakhs or 85.84% to Rs. 398.59 lakhs for Fiscal 2024 as compared to Rs. 214.48 lakhs for Fiscal 2023, for further information in respect of changes in profits, kindly refer to the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page 218.

Sr. No.	Particulars	Assumptions																				
Current Assets																						
1	Inventories	<p>In Fiscal 2025, 2024 and 2023 our inventory days were 73 days 75 days and 78 days respectively. The Company would utilize the proceeds from IPO towards WCR by maintaining higher inventory levels at 83 days for Fiscal 2026. Our Company will maintain higher inventory levels in Fiscal 2026 to effectively maintain inventory due to higher expected demand and managing price fluctuation of paper.</p> <p><b>Change in Inventories: -</b></p> <p style="text-align: right;">(Rs. in Lakhs)</p> <table><tr><th>Particulars</th><th>FY 2025-26 (Projected)</th><th>FY 2024-25 (Audited)</th><th>FY 2023-24 (Audited)</th><th>FY 2022-23 (Audited)</th></tr><tr><td>Inventories</td><td>3,628.66</td><td>2,286.81</td><td>1,513.78</td><td>1,794.65</td></tr><tr><td>Changes in Inventories</td><td>1,341.85</td><td>773.03</td><td>(280.87)</td><td>-</td></tr><tr><td>Change (%)</td><td>58.68%</td><td>51.07%</td><td>(15.65%)</td><td>-</td></tr></table> <p>Our inventories shall increase by Rs. 1,341.85 lakhs or 58.68% to Rs. 3,628.66 lakhs for Fiscal 2026 compared to Rs. 2,286.81 lakhs for Fiscal 2025.</p> <p>Our Company shall utilise the part of the issue proceeds towards funding the WCR arising primarily due to higher expected revenue growth and maintaining higher inventories levels to manage inventory effectively.</p>	Particulars	FY 2025-26 (Projected)	FY 2024-25 (Audited)	FY 2023-24 (Audited)	FY 2022-23 (Audited)	Inventories	3,628.66	2,286.81	1,513.78	1,794.65	Changes in Inventories	1,341.85	773.03	(280.87)	-	Change (%)	58.68%	51.07%	(15.65%)	-
Particulars	FY 2025-26 (Projected)	FY 2024-25 (Audited)	FY 2023-24 (Audited)	FY 2022-23 (Audited)																		
Inventories	3,628.66	2,286.81	1,513.78	1,794.65																		
Changes in Inventories	1,341.85	773.03	(280.87)	-																		
Change (%)	58.68%	51.07%	(15.65%)	-																		
2	Trade Receivables	<p>In Fiscal 2025, 2024 and 2023 our receivable days were 73 days, 77 days and 70 days respectively. The Company would utilize the part of the proceeds from IPO towards WCR extending credit period to customers of 81 days for Fiscal 2026.</p> <p><b>Change in Trade Receivables: -</b></p> <p style="text-align: right;">(Rs. in Lakhs)</p> <table><tr><th>Particulars</th><th>FY 2025-26 (Projected)</th><th>FY 2024-25 (Audited)</th><th>FY 2023-24 (Audited)</th><th>FY 2022-23 (Audited)</th></tr><tr><td>Trade Receivables</td><td>3,555.56</td><td>2,283.51</td><td>1,550.78</td><td>1,608.23</td></tr><tr><td>Changes in Trade Receivables</td><td>1,272.05</td><td>732.73</td><td>(57.45)</td><td>-</td></tr><tr><td>Change (%)</td><td>55.71%</td><td>47.25%</td><td>(3.57%)</td><td>-</td></tr></table> <p>Our trade receivables shall increase by Rs. 1,272.05 lakhs or 55.71% to Rs. 3,555.56 lakhs for Fiscal 2026 compared to Rs. 2,283.51 lakhs for Fiscal 2025. Owing to intense competition our Company shall provide longer credit period to its customer and expects receivables days of 81 days in Fiscal 2026. Additionally, our Company expect the price of the paper will further escalate leading higher receivables.</p>	Particulars	FY 2025-26 (Projected)	FY 2024-25 (Audited)	FY 2023-24 (Audited)	FY 2022-23 (Audited)	Trade Receivables	3,555.56	2,283.51	1,550.78	1,608.23	Changes in Trade Receivables	1,272.05	732.73	(57.45)	-	Change (%)	55.71%	47.25%	(3.57%)	-
Particulars	FY 2025-26 (Projected)	FY 2024-25 (Audited)	FY 2023-24 (Audited)	FY 2022-23 (Audited)																		
Trade Receivables	3,555.56	2,283.51	1,550.78	1,608.23																		
Changes in Trade Receivables	1,272.05	732.73	(57.45)	-																		
Change (%)	55.71%	47.25%	(3.57%)	-																		



3	Short-term Loans and Advances	In Fiscal 2025, 2024 and 2023 our Short-Term Loans and Advances were Rs. 420.63 lakhs, Rs. 458.24 lakhs and Rs. 352.13 lakhs respectively. The same is expected to amount for Rs. 829.10 lakhs in Fiscal 2026.				
4	Other Current Assets	In Fiscal 2025, 2024 and 2023 our Other Current Assets were Rs. 659.39 lakhs, Rs. 659.39 lakhs and Nil respectively. The same is expected to amount for Rs. 659.39 lakhs in Fiscal 2026. The Other Current Assets utilise the Insurance Claim Receivables.				
Current Liabilities						
5	Trade Payables	Our trade payables have been for 32 days, 35 days and 32 days for the Fiscal 2025, 2024 and 2023 respectively. However, going forward we estimate to maintain payables at 35 days for Fiscal 2026.				
		Change in Trade Payables: -				
		(Rs. in lakhs)				
		Particulars	FY 2025-26 (Projected)	FY 2024-25 (Audited)	FY 2023-24 (Audited)	FY 2022-23 (Audited)
		Trade Payables	1,208.04	788.37	607.85	648.08
		Changes in Trade Payables	419.67	180.52	(40.23)	-
		Change (%)	53.23%	29.70%	(6.21%)	-
		Our trade payables shall increase by Rs. 419.67 lakhs or 53.23% to Rs. 1,208.04 lakhs for Fiscal 2026 compared to Rs. 788.37 lakhs for Fiscal 2025.				
		The increase in trade payables shall decrease the WCR by Rs. 419.67 lakhs. The trade payable typically ranges from 30 to 40 days and depends on market conditions.				
6	Other Current Liabilities	In the Fiscal 2025, 2024 and 2023 our Other Current Liabilities were Rs. 109.76 lakhs, Rs. 130.50 lakhs and Rs. 284.53 lakhs respectively. The same is expected to amount for Rs. 115.25 lakhs in Fiscal 2026.				
7	Short-Term Provisions	In the Fiscal 2025, 2024 and 2023 our Short-Term Provisions were Rs. 393.80 lakhs, Rs. 127.28 lakhs and Rs. 77.20 lakhs respectively. The same is expected to amount for Rs. 320.23 lakhs in Fiscal 2026.				

## 2. To fund the expansion plan of the Company i.e. Capital expenditure towards purchase of Plant and Machinery and Civil Work.

To fund the expansion plan of the Company, we will invest in the procurement of capital equipment, which will enhance our capacity and fulfil the business requirements and the future requirements estimated by our management. In relation to the purchase and installing Plant and Machinery, we propose to utilize Rs. 1,585.76 lakhs out of the Net Proceeds towards Capital expenditure towards purchase of Plant and Machinery and Civil Work.

While we propose to utilize Rs. 1,585.76 lakhs towards purchasing capital equipment, based on our current estimates, the specific number and nature of such equipment to be purchased by our Company will depend on our business requirements.

Details of proposed machineries intended to be purchased are as follows:

(Rs. in Lakhs)

Sr. No.	Quotation No.	Date of Quotations	Vendor Name	Item Type	Description	Approximate Delivery Date	Total Amount of Purchase Order (A)1	Amount to be funded from Internal Accruals / Bank Finance	Amount to be funded from Net Proceeds from Issue (B)
1.	BYL-250703-04	July 03, 2025	Wenzhou Winrich Machinery Co., Ltd.	Coating Machine with Moisturizer	WSFM 110-1300C coating machine with Moisturizer (III Generation)	About 4-5 months from the date of receipt of 30% down payment in advance by T/T	206.88	-	206.88

2.	BYL-25070-01	July 03, 2025	Wenzhou Winrich Machinery Co., Ltd	Sheet Cutting Machine	<b>Model</b>	<b>GDJA-1400-2</b>	About 40 days against receiving of 30% advance.	60.34	-	60.34
					Reference weight of cutting paper	50-500g/m <sup>2</sup>				
					Max. Diameter of paper	1650mm Max				
					Max. Width of paper	1400mm (55") Max				
					Total power	25KW				
					Cutting length	400-1600mm				
					Cutting accuracy	+/-0.4mm				
					Maximum cutting speed	300cuts/min				
					Maximum cutting meter speed	300m/min				
					Atmospheric pressure	0.8MPa				
					Power supply	AC380V/220V ×50HZ				
					Total weight	10000kg				
					Dimensions	12m×3.9m×2.35m				
3.	N/A/25-26	July 05, 2025	ECK Haubold & Laxmi (a Unit of Hindoostan Mills Limited)	5 Bowl Standard Calendar Machines	1. Model: EHL-58-72" Standard. 2. Brand/Manufacturer Name: ECK Haubold & Laxmi 3. Country of Origin: India. Certification-ISO: ISO 9001-2015 4. No. of bowls: 05 5. Machine speed-06-60 MPM. Designed Speed-66 MPM. Idle Speed 50 to 60 MPM-Operating Speed 6. Wall-In House R&D and Manufactured. Hub Type Design, Sturdy and Vibration Free. 7. Roller width-72", Working width-64" inch. 8. EHL Make Cotton Comber Roll: 3 Nos. Classic Heavy-Duty Cotton Comber Roll In House Production 9 EHL Make Steel Bowl-2 No. Solid One Piece, No welding, in house 10. Power Transmission: Carden Shaft. 11. Hydraulic Pressure Machine-Powerful Hydraulic Pressure.		Within 3-4 month or earlier, after receipt of confirm PO and advance.	68.00	-	68.00

					12. Pressing Type-Automatic Push Switch Hydraulic Pressing 13. Motor-1440 RPM IE-2 Rating. Lowest Noise. 14. Hydraulic Cylinder-Duly Chrome plated. Honed. Thick Wall, Leak Proof.				
4.	-	July 14, 2025	Jota Machinery Industrial (Kunshan) Co., Ltd	JT-SLT-1400FA High Speed Servo Type Fully Automatic Thermal Paper Rolls Production Line	<ul style="list-style-type: none"> <li>• Auto remote shaftless unwinding stand</li> <li>• Auto loading plastic inner core</li> <li>• Auto slitter rewinder</li> <li>• Auto push out small rolls</li> <li>• Auto cutter&amp; gluer</li> <li>• Auto unloading small rolls device</li> <li>• Auto conveyor</li> <li>• Auto break off</li> <li>• Hammer Unit</li> <li>• Fully Automatic Shrink Film</li> <li>• Wrapping Machine + Oven</li> </ul>	Delivery within 75 days after confirmation of down payment receipt.	116.37	-	116.37
5.	2385537-ZPP0102-1-034	June 26, 2025	Zhejiang New Start International Trade Co., Ltd	High Speed Paper Blanks & Cup Machine (9 sets of USD 95,000 each) Accessories & Mould etc. (18 sets of USD 5,495 each)	-	45 Working Days After Clearing of all Technical Details and Receipt of Down Payment	822.28	-	822.28

6.	Q/11/5	July 19, 2025	Shree Kherapati Civil Contractor	Civil Work	<ul style="list-style-type: none"> <li>Flooring work and labelling work in the area are in progress, foundation work is approximately complete “2000 Sq. Ft.”</li> <li>Flooring, Trimming, fitting and related works in progress in the factory area in machinery shed of approximately complete “1400 Sq. Ft.”</li> </ul>	-	47.60	-	47.60
<b>(A) Gross Total</b>									<b>1,321.47</b>
<b>(B) Contingency @20% of total machinery cost **</b>									<b>264.29</b>
<b>(C) Total machinery cost including contingency (A)+(B)</b>									<b>1,585.76</b>
<b>(D) Less: Advance Payment</b>									<b>-</b>
<b>(E) Remaining Payment to be utilized through IPO proceeds (C)-(D)</b>									<b>1,585.76</b>

\* The estimated cost of machinery to be purchased from issue proceed is exclusive of GST as the Company will get 100% claim of Input Tax Credit.

\*\*Considered to account for other miscellaneous expenditure such as, labour charges for loading/unloading, inspection charges, commissioning charges, freight, insurance, entry tax, customs duty, goods and services tax (wherever applicable), fluctuation in cost at the time of actual order and other applicable taxes as these can be determined only at the time of placing of orders.

#### Notes:

- The quotations which are denominated in USD. Such amounts have been converted into INR using a conversion rate of 1 USD = 86.2007 INR (the exchange rate is taken from <https://www.rbi.org.in/> as at July 18, 2025).
- We have considered the above quotations for the budgetary estimate purpose. The actual cost of procurement and actual supplier/dealer may vary.
- The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of machineries proposed to be acquired by us at the actual time of purchase, resulting in increase in the project cost.
- The quotations in relation to the equipment are issued prior to the date of this Red Herring Prospectus and except as indicated above, the equipment will be delivered at later stage. Some of the purchase orders mentioned above do not include cost of freight, installation charges, insurance, octroi, entry tax, customs duty, goods and services tax (wherever applicable) and other applicable taxes.
- The quantity of equipment that has been purchased is based on management estimates and our business requirements. Our Company shall have the flexibility to deploy such equipment according to the business requirements of our Company and based on estimates of our management.
- No second-hand or used equipment is proposed to be purchased out of the Net Proceeds. Each of the units of Plant and Machinery mentioned above is proposed to be acquired in a ready-to-use condition.
- Further, our Promoters, Directors, Key Managerial Personnel and the Group Entities do not have any interest in the proposed acquisition of the equipment or in the entity from whom we have placed purchase orders in relation to such proposed acquisition of the equipment.

8. We have procured quotations from various vendors in relation to the capital expenditure towards purchase of Plant and Machinery (as given above), however we have not placed any firm orders for any of them.
9. The quotations in relation to the plant and machinery are valid as on the date of this Red Herring Prospectus.

**Proposed Production Capacity:**

Particulars	Production Capacity (MT)*
Existing Capacity	15,000
Incremental Capacity	6,000
<b>Total Capacity</b>	<b>21,000</b>

*\*As certified by N. K. Maheshwari, the Chartered Engineer, by way of their certificate dated June 10, 2025.*

*Note: We plan to utilise Rs. 1,585.76 lakhs towards the purchase of plant and machineries including civil works. After installation of these machineries, our total production capacity will increase from 15,000 MTPA to 21,000 MTPA.*

### 3. Prepayment of term loans to banks i.e. Axis Bank Limited.

As on July 14, 2025, our outstanding fund-based borrowings from the below mentioned loans were amounted to Rs. 160.13 lakhs. Our Company has entered into various financial arrangements from time to time, with banks, financial institutions and other parties. The loan facilities availed by our Company include borrowing in the form of, inter alia, term loans and working capital facility from various lenders. For further details, please refer to the chapter titled “*Financial Indebtedness*” beginning on page 208. Our Company proposes to utilize an estimated amount of Rs. 160.13 lakhs from the Net Proceeds towards full repayment of certain borrowings, listed below, and availed from the lender by our Company. Pursuant to the terms of the financing arrangements, prepayment of certain borrowings may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the internal accruals of our Company, if any. We believe that such prepayment will help reduce our outstanding indebtedness, debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilization of our internal accruals for further investment in our business growth and expansion.

Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business. The details of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below:

Sr. No.	Name of the lender	Account No.	Nature of the borrowing	Sanctioned amount (Rs. in lakhs)	Amount Outstanding as July 14, 2025 (Rs. in lakhs)	Rate of interest (%)	Prepayment Penalty	Purpose for which the loan was sanctioned
1.	Axis Bank Ltd	923060051820194	Term Loan	112.00	68.55	Repo+2.25 %	-	Procurement of Machinery
2.	Axis Bank Ltd	923060051821733	Term Loan	150.00	91.58	Repo+2.25 %	-	Construction of Building

Note: The details included in the above table have been certified by the Chartered Accountant, M/s S R A M & Co. pursuant to their certificate dated July 15, 2025 bearing UDIN No. 25076979MHUCL7016.

### 4. General Corporate Purposes

The Net Proceeds will first be utilized for each of the other objects as set out in this section. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds towards general corporate purposes, as approved by our management, from time to time, subject to (i) such utilization for general corporate purposes not exceeding 15% of the Gross Proceeds or Rs.10 crores, whichever is lower, in compliance with SEBI ICDR Regulations.

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

1. funding strategic initiatives;
2. funding growth opportunities;
3. Brand building and strengthening of marketing activities and Products of our Company; and
4. On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.



The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head “General Corporate Purposes” and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the Net Proceeds for general corporate purposes, as mentioned above in any permissible manner. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Red Herring Prospectus, shall not exceed 15% of the amount raised by our Company through this Issue or Rs.10 crores, whichever is less, in compliance with SEBI ICDR Regulations.

## MEANS OF FINANCE

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds, internal accruals, net-worth, existing debt financing and unsecured loans. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

## ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, statutory advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●] Lakhs. The estimated Issue expenses are as follows:

Expenses	Expenses (Rs. in Lakhs)	Expenses (% of total Issue expenses)	Expenses (% of Issue size)
Fees payable to the Book Running Lead Manager	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable to the legal advisor to the Issue	[●]	[●]	[●]
Fees Payable Advertising, Marketing Expenses and Printing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchange and other Intermediaries	[●]	[●]	[●]
Fees payable to Peer Review Auditor	[●]	[●]	[●]
Fees Payable to Market Maker (for first year)	[●]	[●]	[●]
Processing fees to SCSBs for ASBA Applications procured by the members of the Syndicate or Registered Brokers and submitted with the SCSBs*	[●]	[●]	[●]
Processing fees to Issuer banks for UPI Mechanism w.r.t application Forms procured by the members of the Syndicate, Registered Brokers, RTA or the CDPs and submitted to them	[●]	[●]	[●]
<b>Total estimated Issue expenses</b>	<b>[●]</b>	<b>[●]</b>	<b>[●]</b>

*\*Subject to finalisation of Basis of Allotment.*

*Any expenses incurred towards aforesaid issue related expenses during the period till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue.*

**Notes:**

1. Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for Individual Investors and NIIs, would be as follows:  
Portion for Individual Investors 0.01% on the allotment amount (exclusive of GST)  
Portion for NIIs 0.01% on the allotment amount (exclusive of GST)
2. Selling commission payable to Registered broker, SCSBs, RTA, CDPs on the portion directly procured from Individual Investors and Non-Institutional Investors, would be 0.01% on the Allotment amount.
3. No additional uploading/processing charges shall be payable to the SCSBs on the application directly procured by them.
4. SCSBs would be entitled to a processing fee of Rs. 5 (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTA or the CDPs and submitted to SCSBs.

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

## **SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF FUNDS**

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(Rs. in Lakhs)

Particulars	Total Deployment	Amount incurred till July 14, 2025	Balance deployment during FY 2025-26**
Working capital requirements	2,000.00	-	2,000.00
To fund the expansion plan of the Company i.e. Capital expenditure towards purchase of Plant and Machinery and Civil Work	1,585.76	-	1,585.76
Prepayment of term loans to banks	160.13	-	160.13
General Corporate Purposes	[●]	-	-
Issue Expenses*	[●]	29.31	-
<b>Total</b>	<b>[●]</b>	<b>29.31</b>	<b>-</b>

\*As on July 14, 2025, our Company has incurred a sum of Rs. 29.31 lakhs towards issue expenses duly certified by Statutory Auditor M/s S R A M & Co., Chartered Accountants vide its certificate dated July 15, 2025, bearing UDIN: 25076979BMHUCJ5853.

\*\*To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Issue Proceeds in the subsequent Financial Years towards the Object.

## **INTERIM USE OF PROCEEDS**

Pending utilization for the purposes described above, we intend to deposit the funds with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets. Our management, in accordance with the applicable laws, will deploy the Net Proceeds. Further, our Board of Directors hereby undertakes that full recovery of the said deposit shall be made without any sort of delays as and when need arises for utilization of proceeds for the objects of the issue.

## **BRIDGE FINANCING FACILITIES**

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities.

## **MONITORING UTILIZATION OF FUNDS**

Since the proceeds from the Fresh Issue does not exceed Rs. 50.00 Crores, in terms of Regulation 262 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

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

Company has taken the certificate dated July 15, 2025 each issued by our Statutory Auditor, M/s S R A M & Co., Chartered Accountants, bearing UDIN: 25076979BMHUCS6410 and UDIN: 25076979BMHUCL7016 for estimated & projected working capital requirements and details of outstanding loans to prepay through IPO proceeds, respectively for the Fiscal 2026. Further Company will follow the Regulation 262(5) & Regulation 262 (6) of SEBI (ICDR), 2018 in respect of certification from Statutory Auditor regarding the working capital utilisation and same will be submitted to NSE while filing the quarterly financial results till the proceeds raised for the said object are fully utilized.

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

## **VARIATION IN OBJECTS**

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

The promoters or shareholders in control of an issuer shall provide an exit offer to dissenting shareholders as provided for in the Companies Act, 2013 in case of change in objects or variation in the terms of contract related to objects referred to in the offer document as per the conditions and in the manner provided in Schedule XX.

## **APPRAISAL BY APPRAISING AGENCY**

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

## **OTHER CONFIRMATIONS**

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's key Managerial personnel and group entities, in relation to the utilization of the Net Proceeds. No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or companies/entities promoted by the Promoters, except as may be required in the usual course of business.

## BASIS FOR ISSUE PRICE

The Price Band, Floor Price and Issue Price will be determined by our Company, in consultation with the Book Running Lead Manager, on the basis of assessment of market demand for the Equity Shares issued through the Book Building Process and on the basis of the quantitative and qualitative factors described below. Investors should also refer to the chapters titled “Our Business”, “Risk Factors”, “Restated Standalone Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 138, 27, 207 and 218, respectively, to have an informed view before making an investment decision.

### Qualitative Factors

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

- ✓ Strong, experienced and dedicated senior management team and qualified workforce.
- ✓ Presence in Domestic as well as International Market.
- ✓ Ability to provide products as per customer requirements.
- ✓ Engaged in the manufacturing of biodegradable and environment friendly products.
- ✓ Ability to scout for new opportunities and capitalising the same.
- ✓ Consistent track record of growth and financial performance.
- ✓ Ability to serve diverse customer needs.
- ✓ Ability to serve large and reputed customers.

(Rs. in Lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations	11,369.15	7,393.48	8,414.63
EBITDA <sup>(1)</sup>	1,784.20	727.55	340.70
EBITDA margin as of revenue from operations (%) <sup>(2)</sup>	15.69	9.84	4.05
PAT	1,027.39	398.59	214.48
PAT margin (%) <sup>(3)</sup>	9.04	5.39	2.55

1) EBITDA has been calculated as Restated profit before tax + interest cost + depreciation and amortization- Other Income.

(2) EBITDA Margin = EBITDA/ Revenue from operations.

(3) PAT Margin= PAT/Revenue from operations.

For more details on qualitative factors, please refer to the chapter titled “Our Business” beginning on page 138.

### Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Standalone Financial Statements. For more details on financial information; investors, please refer to the section titled “Financial Information” beginning on page 207.

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 calculating the Issue Price are as follows:

#### 1) Basic and Diluted Earnings / Loss per Share (“EPS”) as adjusted for changes in capital:

For the Fiscal	Basic & Diluted	
	EPS (in Rs.)	Weights
2025	10.14	3
2024	3.99	2
2023	2.15	1

<b>Weighted Average</b>	<b>6.76</b>
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**Notes:**

- The face value of each Equity Share is Rs. 10 each.
- Basic Earnings per share = Restated total comprehensive income / Weighted average number of equity shares outstanding during the year.
- Diluted Earnings per share = Restated total comprehensive income / Weighted average number of potential equity shares outstanding during the year.
- Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year / Total of weights.
- The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Standalone Financial Statement of the section titled as "Financial Information" beginning on page 207.

**2) Price/Earning ("P/E") ratio in relation to price band of Rs. [●] to Rs. [●] per Equity Share:**

Particulars	P/E at the lower end of the Price Band (no. of times)	P/E at the higher end of the Price Band (no. of times)
Based on basic and diluted EPS for Fiscal 2025	[●]	[●]
Based on Weighted Average EPS	[●]	[●]

**3) Industry Peer Group P/E ratio**

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.

**4) Return on Net worth (RoNW)**

For the Fiscals	RoNW (%)	Weight
2025	34.87	3
2024	23.89	2
2023	16.89	1
<b>Weighted Average</b>	<b>28.21</b>	

**Notes:**

- Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth x Weight) for each year] / [Total of weights].
- Return on Net Worth (%) = Net Profit for the year as restated / Net worth as restated as at year end.
- "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, foreign currency translation reserve, write-back of depreciation as at March 31, 2025, March 31, 2024 and March 31, 2023.

## 5) Net Asset Value (NAV) (Face value of Rs. 10/-)

Financial Year	NAV (Rs.)
Net Asset Value per Equity Share as of March 31, 2025	29.07
Net Asset Value per Equity Share as of March 31, 2024	16.71
Net Asset Value per Equity Share as of March 31, 2023	12.72
After Issue	[•]
Issue Price	[•]

### Notes:

- Issue Price per Equity Share will be determined on conclusion of the Book Building Process.
- Net asset value per share = Net worth as restated / Actual number of Equity Shares outstanding as at year end, adjusted for Bonus Shares.

## 6) Comparison with Industry Peers

As on the date of this Red Herring Prospectus there are no listed peer companies comparable to our Company.

## 7) Key Financial Performance Indicators:

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of various verticals in comparison to our peers.

### Financial KPIs of our Company: Aaradhya Disposal Industries Limited

(Rs. in Lakhs)

Key Financial Performance	For the financial year ended March 31 <sup>st</sup>		
	2025	2024	2023
Revenue from operations <sup>(1)</sup>	11,369.15	7,393.48	8,414.63
Total Income <sup>(2)</sup>	11,595.63	7,591.26	8,651.05
EBITDA <sup>(3)</sup>	1784.20	727.55	340.70
EBITDA Margin <sup>(4)</sup>	15.69%	9.84%	4.05%
PAT	1,027.39	398.59	214.48
PAT Margin <sup>(5)</sup>	9.04%	5.39%	2.55%
Net operating cash flow	547.86	250.71	115.50
Net worth <sup>(6)</sup>	2,946.59	1,668.10	1,269.52
Net Debt <sup>(7)</sup>	3,958.49	4,478.38	3,973.47
Debt Equity Ratio <sup>(8)</sup>	1.35	2.71	3.13
ROCE (%) <sup>(9)</sup>	25.15%	12.57%	8.24%
ROE (%) <sup>(10)</sup>	44.53%	27.14%	18.45%

**Note:** The KPIs disclosed above is approved by the members of Audit Committee in their meeting held on July 14, 2025 and certified by M/s S R A M & Co., Chartered Accountants vide its certificate dated July 15, 2025, bearing UDIN: 25076979BMHUCI2485.

<sup>1)</sup> Revenue from operation means revenue from sales and other operating revenues.

<sup>2)</sup> Total Income represents the total turnover of our business i.e., Revenue from Operations and Other Income, if any.

<sup>3)</sup> EBITDA means Profit before depreciation, interest cost, tax and amortization.

<sup>4)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.

<sup>5)</sup> 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.

<sup>6)</sup> Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the

aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve arising on consolidation, capital redemption reserve, write-back of depreciation and amalgamation.

<sup>7)</sup> Net debt = Long-Term Borrowing + Short-Term Borrowing – Cash and Cash Equivalent.

<sup>8)</sup> Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and Equity Share capital plus other equity.

<sup>9)</sup> Return on Capital Employed is ratio of EBIT and Capital Employed. Capital Employed is calculated as Total Shareholder's Equity+ Long-Term Borrowing +Short-Term Borrowing+ Deferred Tax Liability – Deferred Tax Assets.

<sup>10)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity.

#### Explanation for KPI metrics

KPI	Explanations
<b>Revenue from Operations</b>	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
<b>Total income</b>	Total income is used by the management to track revenue from operations and other income.
<b>EBITDA</b>	EBITDA provides information regarding the operational efficiency of the business.
<b>EBITDA Margin (%)</b>	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
<b>PAT</b>	Profit after tax provides information regarding the overall profitability of the business.
<b>PAT Margin (%)</b>	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
<b>Operating Cash Flows</b>	Operating cash flows activities provides how efficiently our company generates cash through its core business activities.
<b>Net Worth</b>	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
<b>Net Debt</b>	Net debt helps the management to determine whether a company is over leveraged or has too much debt given its liquid assets
<b>Debt-equity ratio (times)</b>	The debt-to-equity ratio compares an organization's liabilities to its shareholder's equity and is used to gauge how much debt or leverage the organization is using.
<b>ROE (%)</b>	ROE provides how efficiently our Company generates profits from shareholders' funds.
<b>ROCE (%)</b>	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.

#### 8) Weighted average cost of acquisition

##### a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

Except as stated below, our Company has not issued any Equity Shares or convertible securities during the 18 months preceding the date of this Red Herring Prospectus.

Date of Allotment	Reason/Nature of Issue	Number of Equity Shares Allotted	Nature of Consideration	Face Value (Rs.)	Issue Price (Rs.)	% of Pre-Issue Capital
July 08, 2024	Bonus Issue	49,90,000	Other than cash	10	-	48.68



September 02, 2024	Preferential Issue	2,70,000	Cash	10	93.00	2.63
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**b) The price per share of our Company based on the secondary sale / acquisition of shares (equity / convertible securities)**

Except as stated below, there have been no secondary sale / acquisitions of Equity Shares or any convertible securities, during the 18 months preceding the date of this Red Herring Prospectus:

Date of Transfer	Reason/Nature of Transfer	Number of Equity Shares	Nature of Consideration	Face Value (Rs.)	Issue Price (Rs.)	% of Pre-Issue Capital
September 02, 2024	Transfer of Shares by way of Gift	2,000	Other than cash-Gift	10	Nil	0.02
March 20, 2025	Transfer of Shares from VKC Corporate Solutions Private Limited to Sygnific Corporate Solutions Private Limited	30,000	Cash	10	93.00	0.29

**c) Price Per Share based on last five primary or secondary transactions:**

Information based on last 5 primary or secondary transactions (secondary transactions where Promoters / Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is as below.

**Primary transactions:** Except as stated below, there have been no primary transactions in the last three years preceding the date of this Red Herring Prospectus.

Date of Allotment	Reason/Nature of Issue	Number of Equity Shares Allotted	Nature of Consideration	Face Value (Rs.)	Issue Price (Rs.)	% of Pre-Issue Capital
July 08, 2024	Bonus Issue	49,90,000	Other than cash	10	-	48.68
September 02, 2024	Preferential Issue	2,70,000	Cash	10	93	2.63

**Secondary Transactions:** Except as stated below, there have been no secondary transactions in the last three years preceding the date of this Red Herring Prospectus.

Date of Transfer	Reason/Nature of Transfer	Number of Equity Shares	Nature of Consideration	Face Value (Rs.)	Issue Price (Rs.)	% of Pre-Issue Capital
September 02, 2024	Transfer of Shares by way of Gift	2,000	Other than cash-Gift	10	Nil	0.02
March 20, 2025	Transfer of Shares from VKC Corporate Solutions Private Limited to Sygnific Corporate Solutions Private Limited	30,000	Cash	10	93.00	0.29

**Note:** Mr. Sunil Maheshwari transferred 500 Equity Shares each to Mr. Ajay Tapadia, Ms. Sheela Tapadia, Ms.

*Mamta Soni and Mr. Chetanya Soni each by way of gift.*

**d) Weighted average cost of acquisition, floor price and cap price**

Types of transactions	Weighted average cost of acquisition (Rs. per Equity Share)	Floor price* (i.e. Rs. [●])	Cap price* (i.e. Rs. [●])
Weighted average cost of acquisition of primary / new issue as per paragraph 8(a) above.	93.00*	[●]	[●]
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 8(b) above.	93.00*	[●]	[●]
Weighted average cost of acquisition of primary issuances / secondary transactions as per paragraph 8(c) above	93.00*	[●]	[●]

*\*While calculation weighted average cost of acquisition of primary issuances / secondary transactions, the effect of bonus shares and transfer of equity shares by way of gift is not taken.*

**e) Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) along with our Company's key performance indicators and financial ratios for the Fiscals 2025, 2024 and 2023.**

[●]\*

*\* To be included upon finalisation of the Price Band and updated in the Prospectus*

**f) Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in [●] above) in view of the external factors which may have influenced the pricing of the Issue.**

[●]\*

*\* To be included upon finalisation of the Price Band and updated in the Prospectus*

The Issue Price will be [●] times of the face value of the Equity Shares. The Issue Price of Rs. [●] has been determined by our Company in consultation with the BRLM, on the basis of the demand from investors for the Equity Shares through the Book Building Process. Our Company in consultation with the BRLM, is justified of the Issue Price in view of the above qualitative and quantitative parameters. The trading price of the Equity Shares could decline due to the factors mentioned in the chapter titled "Risk Factors" beginning on page 27 or any other factors that may arise in the future and you may lose all or part of your investments.

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
**The Board of Directors**  
**AARADHYA DISPOSAL INDUSTRIES LIMITED**  
Plot E-1, Industrial Area No.- 1, A.B. Road,  
Dewas-455001, Madhya Pradesh, India.

Dear Sir,

**Subject - Statement of Possible Tax Benefits (“the statement”) available to AARADHYA DISPOSAL INDUSTRIES LIMITED (“the company”) and its shareholder prepared in accordance with the requirement in Point No. 9 (L) of Part A of Schedule VI to the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018**

We hereby confirm that the enclosed Annexure, prepared by **AARADHYA DISPOSAL INDUSTRIES LIMITED** (‘the Company’), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (‘the Act’) as amended by the Finance Act 2025, circular and notifications issued from time to time, i.e. applicable for the Financial Year 2025-26 relevant to the assessment year 2026-27, the Central Goods and Services Tax Act, 2017 the Integrated Goods and Services Tax Act, 2017 (‘GST Act’), as amended by the Finance Act 2025, circular and notifications issued from time to time, i.e., applicable for the Financial Year 2025-26 relevant to the assessment year 2025-26, presently in force in India (together, the “Tax Laws”). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares (“the Issue”) by 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 benefits in future; or
- b) The conditions prescribed for availing the benefits have been/ would be met.

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

### **Limitations:**

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed



annexure are intended solely for your information and for the inclusion in the Red Herring Prospectus/Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Offer by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**For S R A M & Co**

**Chartered Accountants**

**ICAI Firm Registration Number: 008244C**

**Peer Review Number: 014379**

Sd/-

**CA Sanjay Agrawal**

(Partner)

**Membership No. 076979**

**Date: July 15, 2025**

**Place: Ujjain**

**UDIN: 25076979BMHUCR2348**

## ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

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

### **YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION**

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY:**

The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

#### **B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:**

The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

#### **Note:**

1. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.
2. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the Red Herring Prospectus/Prospectus.

**For S R A M & Co**

**Chartered Accountants**

**ICAI Firm Registration Number: 0008244C**

**Peer Review Number: 014379**

Sd/-

**CA Sanjay Agrawal**

(Partner)

**Membership No. 076979**

**Date: July 15, 2025**

**Place: Ujjain**

**UDIN: 25076979BMHUCR2348**

## SECTION VI – ABOUT THE COMPANY

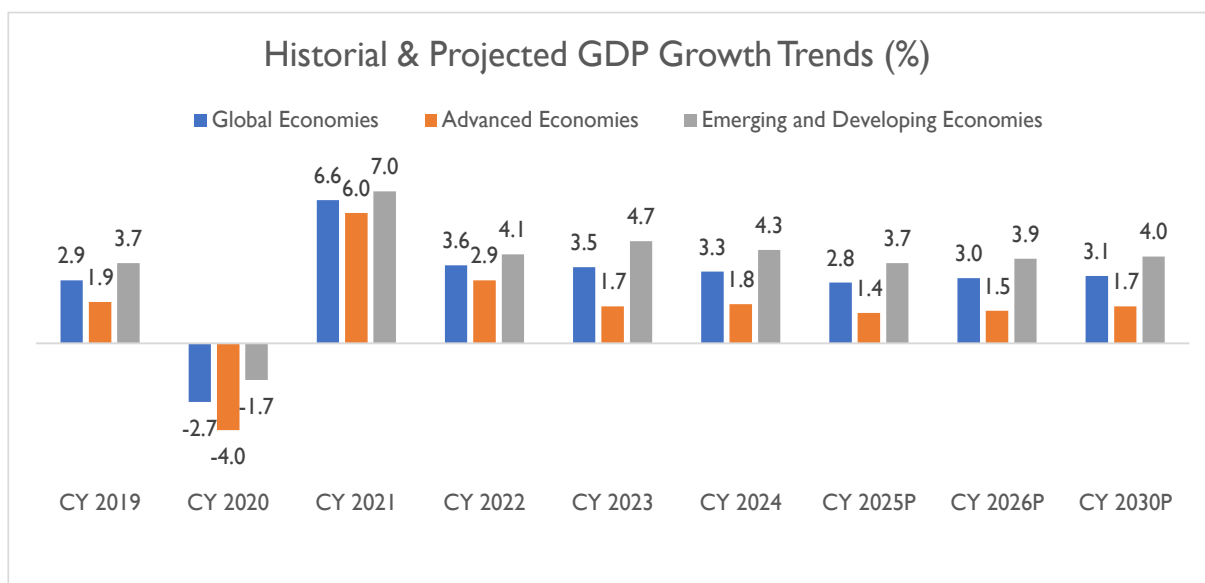
### OUR INDUSTRY

*The information contained in this section is prepared by Dun & Bradstreet which was appointed by our Company vide engagement letter dated October 11, 2024 has been exclusively commissioned and paid for by our Company in connection with the Issue. Dun & Bradstreet is an independent agency and has no relationship with our Company, its Group Entities, Promoters, Directors, or the Book Running Lead Manager as on the date of this Red Herring Prospectus. For risks in relation to commissioned reports, please refer to the chapter titled “Risk Factors” beginning on page 27.*

#### Global Macroeconomic Landscape

##### Global Economic Overview

The global economy, which recorded GDP growth at 3.3% in CY 2024, is expected to show resilience at 2.8% in CY 2025. This marks the slowest expansion since 2020 and reflects a -0.5% point downgrade from January 2025 forecast. Moreover, the projection for CY 2026 has also reduced to 3.0%. This slowdown is majorly attributed due to numerous factors such as high inflation in many economies despite central bank effort to curb inflation, continuing energy market volatility driven by geopolitical tensions particularly in Ukraine and Middle East, and the re-election of Donald Trump as US President extended uncertainty around the trade policies as well as overall global economic growth. High inflation and rising borrowing costs affected the private consumption on one hand while fiscal consolidation impacted the government consumption on the other hand. As a result, global GDP growth is estimated to moderate by 2.8% in CY 2025 as compared to 3.3% in CY 2024.



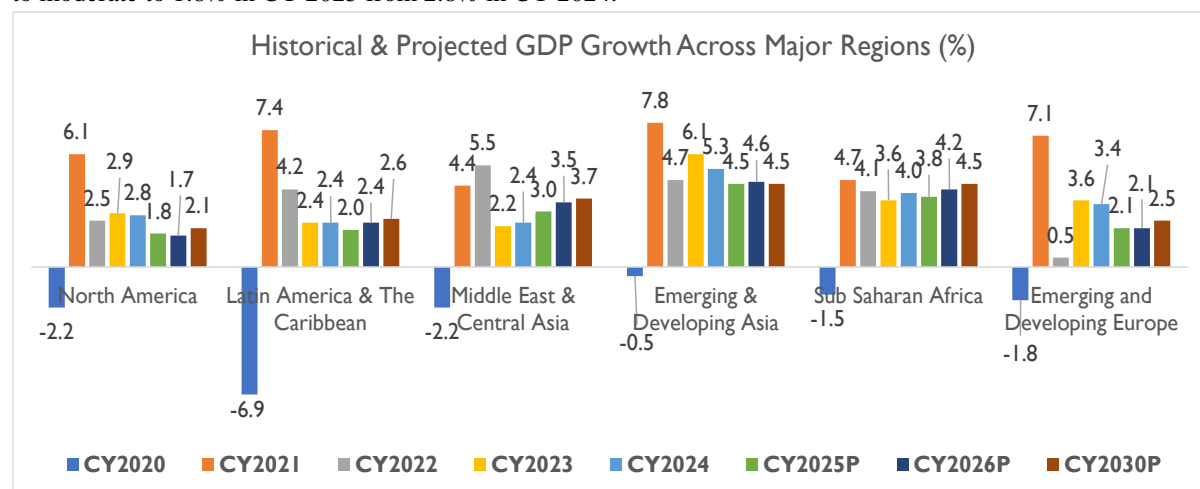
Source – IMF Global GDP Forecast Release April 2025

*Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)*

##### Historical and Projected GDP Growth

GDP growth across major regions exhibited a mixed trend between 2022-23, with GDP growth in many regions including North America, Emerging and Developing Asia, and Emerging and Developing Europe slowing further in 2024. In 2025, GDP growth rate in Emerging and Developing Asia (India, China, Indonesia, Malaysia, etc.) is

expected to moderate further to 4.5% from 5.3% in the previous year, while in the North America, it is expected to moderate to 1.8% in CY 2025 from 2.8% in CY 2024.



Source-IMF World Economic Outlook April 2025 update.

Except Middle East & Central Asia, all other regions like Emerging and Developing Asia, Emerging and Developing Europe, Latin America & The Caribbean, Sub Saharan Africa and North America, are expected to record a moderation in GDP growth rate in CY 2025 as compared to CY 2024. Further, growth in the United States is expected to come down at 2.71% in CY 2025 from 2.80% in CY 2024 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand.

### Global Economic Outlook

The global economy is navigating a period of exceptional uncertainty. Policy shifts, particularly those reshaping trade, have alarmed financial markets and bruised business sentiment. The U.S.'s reciprocal tariffs, which represent additional costs for businesses from almost all countries with which the U.S. trades, charge trade partners an import duty at a discounted rate of approximately half the rate that the trade partner currently imposes on the U.S. According to U.S. President Donald Trump, reciprocal tariffs, ranging from 10% to 50%, are meant to address trade barriers limiting U.S. exports. The *effective* tariff rate includes other tariffs imposed at an earlier date and cumulatively may now be higher than duties charged on U.S. imports. It is unclear whether the reciprocal tariffs represent a negotiating tool, and may therefore be temporary, or form part of broader long-term protectionist measures and industrial strategy.

Responses to reciprocal tariffs have been varied, with some economies promising swift countermeasures. More than 50 markets have sought negotiations with the US. While Malaysia is seeking a united response across ASEAN, the Chinese Mainland has retaliated with duties on all imports from the U.S., declaring it will "fight to the end". In early April 2025, the U.S. confirmed the most aggressive steps yet, with a cumulative 145% tariff on some products imported from the Chinese Mainland. Brazil has readied itself by passing a bill allowing for retaliation, Australia has ruled out retaliatory levies, and the EU remains open to negotiation while preparing a package of countermeasures.

Tariffs and their unpredictable application have weighed on consumer and business sentiment, sunk global stock markets, raised recession risks, and made a global slowdown more likely. Our latest Global Business Optimism Insights report indicates a further decline in business optimism as firms continue to grapple with trade-related policy uncertainty and its broader economic implications. Export-driven sectors reported sharp declines in optimism. Financial risk perceptions remain elevated as businesses contend with high borrowing costs and persistent inflation expectations. More broadly, the uncertainty is reflected in delayed capital expenditure and a pullback in hiring.



Tariffs have begun to exert pressure on central banks by contributing to inflationary pressures and increasing financial market volatility. Central banks are adjusting forward guidance and policy frameworks and may begin to consider the likelihood of softer growth being a bigger priority than high inflation by starting to cut interest rates to support economies. For businesses, this uncertainty translates into unpredictable cost structures, fluctuating credit availability, and the management of operational costs through diversified supply networks. The latest Dun & Bradstreet Global Business Optimism Insights report reveals a further decline in business optimism, though at a more moderate pace than in the prior quarter, as businesses continued to grapple with trade-related policy uncertainty and its broader economic implications. Export-driven sectors such as automotives, electricals, and metals saw sharp declines in optimism, particularly in the U.S., Mexico, South Korea, and Japan, where rising tariffs and shifting trade policies have fueled cost pressures and demand volatility. Financial risk perceptions remain elevated.

### Global Growth Projection

At broader level, the global economy is expected to experience a slowdown in 2025, with GDP growth projected to decline to 2.8%, down from 3.3% in 2024. This deceleration reflects persistent inflationary pressure, geopolitical uncertainties and tightened monetary policies. However, a slightly recovery is anticipated in 2026, with growth projected to improve to 3.0%. Global inflation is expected to decline steadily, to 4.3% in 2025 and to 3.6% in 2026. Inflation is projected to converge back to the target earlier in advanced economies, reaching 2.2% in 2026, whereas in emerging market and developing economies, it is anticipated to decrease to 4.6% during the same period. Trade tariffs function as a supply shock for the countries imposing them, leading to a decrease in productivity and an increase in unit costs. Countries subject to tariffs experience a negative demand shock as export demand declines, placing downward pressure on prices. In each scenario, trade uncertainty introduces an additional layer of demand shock since businesses and households react by delaying investment and spending, and this impact could be intensified by stricter financial conditions and heightened exchange rate volatility. Moreover, Global trade growth is expected to slow down in 2025 to 1.7%. This forecast reflects increased tariff restrictions affecting trade flows and, to a lesser extent, the waning effects of cyclical factors that have underpinned the recent rise in goods trade. Geopolitical tensions as seen in the past such as the wars in Ukraine and the Middle East could exacerbate inflation volatility, particularly in energy and agricultural commodities.

### India Macroeconomic Analysis

India emerged as one of the fastest growth economies amongst the leading advanced economies and emerging economies. In CY 2024, even amidst geopolitical uncertainties, particularly those affecting global energy and commodity markets, India continues to remain one of the fastest growing economies in the world and is expected to grow by 6.2% in CY 2025 and 6.3% in CY 2026.

Country	CY 2020	CY 2021	CY 2022	CY 2023	CY 2024	CY 2025	CY 2026 P	CY 2030 P
India	5.8%	9.7%	7.6%	9.2%	6.5%	6.2%	6.3%	6.5%
China	2.3%	8.6%	3.1%	5.4%	5.0%	4.0%	4.0%	3.4%
United States	-2.2%	6.1%	2.5%	2.9%	2.8%	1.8%	1.7%	2.1%
Japan	-4.2%	2.7%	0.9%	1.5%	0.1%	0.6%	0.6%	0.5%
United Kingdom	-10.3%	8.6%	4.8%	0.4%	1.1%	1.1%	1.4%	1.4%
Russia	-2.7%	5.9%	-1.4%	4.1%	4.1%	1.5%	0.9%	1.2%

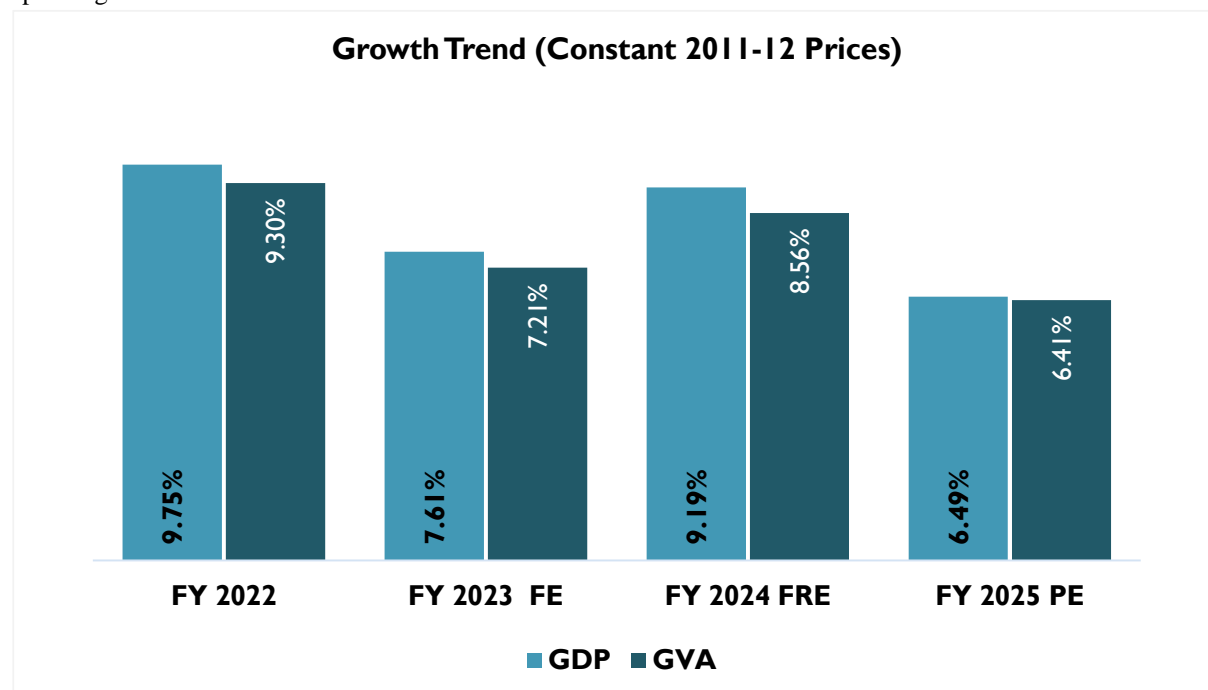
Source: World Economic Outlook, April 2025

The Government stepped spending on infrastructure projects to boost the economic growth had a positive impact on economic growth. The capital expenditure of the central government increased by average 26.52% during FY 2023-24 which slowed to 7.27% in FY 2025 which is expected to translate in moderating GDP growth of 6.5% in

2024. In the Union Budget 2025-2026, the government announced INR 11.21 trillion capex on infrastructure (10.12% higher than previous year revised estimates) coupled with INR 1.5 trillion in interest-free loans to states. This has provided much-needed confidence to the private sector, and in turn, expected to attract the private investment.

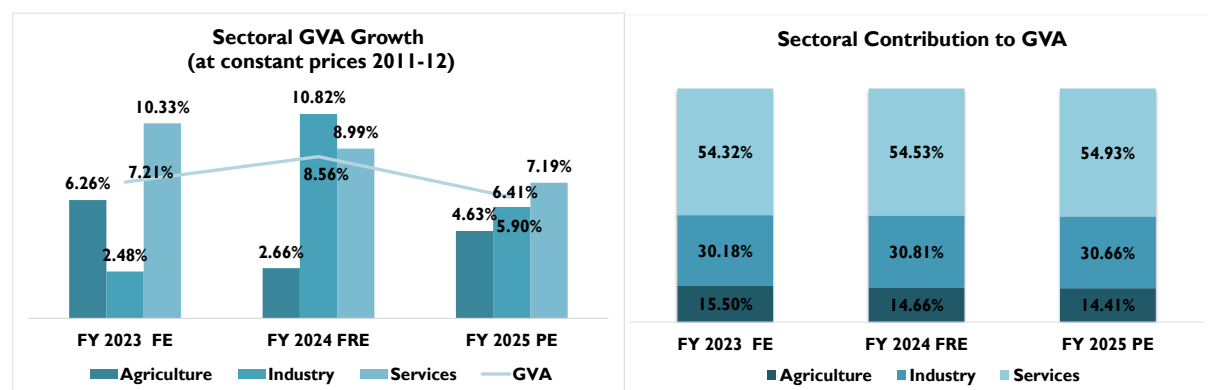
### Historical GDP and GVA Growth trend

As per the latest estimates, India's GDP at constant prices is estimated to grow to INR 187.96 trillion in FY 2025 (Provisional Estimates) with the real GDP growth rates estimated to be 6.49% for FY 2025. Similarly, real Gross Value Added (GVA) growth stood is estimated to have moderated to 6.41% in FY 2025. Even amidst global economic uncertainties, India's economy exhibited resilience supported by robust consumption and government spending.



Source: Ministry of Statistics & Programme Implementation (MOSPI), National Account Statistics: FY2025. FE is Final Estimates, FRE is First Revised Estimate and PE is Provisional Estimates

### Sectoral Contribution to GVA and annual growth trend



Source: Ministry of Statistics & Programme Implementation (MOSPI)  
FE is Final Estimates, FRE is First Revised Estimate and PE is Provisional Estimates

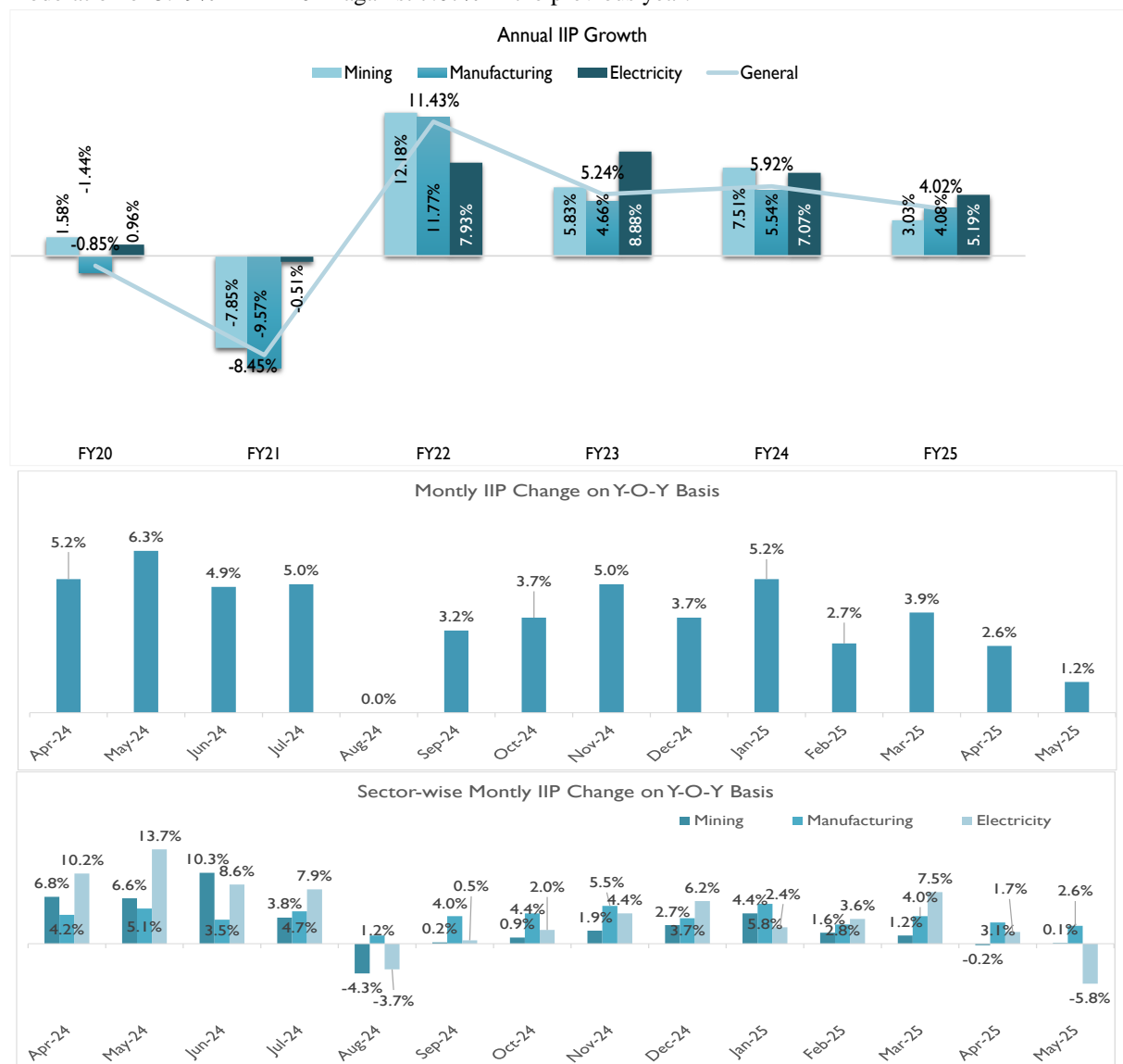
Sectoral analysis of GVA reveals that the industrial sector experienced a moderation in FY 2025, recording a 5.90% y-o-y growth against 10.82% year-on-year growth in FY 2024. Within the industrial sector, growth

moderated across sub sector with mining, manufacturing, and construction activities growing by 2.69%, 4.52%, and 9.35% respectively in FY 2025, compared to 3.21%, 12.30%, and 10.41% in FY 2024. Growth in the utilities sector too moderated to 6.03% in FY 2025 from 8.64% in the previous year. The industrial sector's contribution to GVA moderated marginally from 30.81% in FY 2024 to 30.66% in FY 2025.

The services sector continued to be the main driver of economic growth, although its pace moderated. It expanded by 7.19% in FY 2025 from 8.99% in FY 2024. The services sector retained its position as the largest contributor to GVA, rising from 54.32% in FY 2023 to 54.53% in FY 2024, with a further increase to 54.93% in FY 2025. The agriculture sector saw an acceleration, with growth increasing from 2.66% in FY 2024 to 4.63% in FY 2025. However, its contribution to GVA declined marginally from 14.66% in FY 2024 to 14.41% in FY 2025. Overall, Gross Value Added (GVA) growth moderated to 6.41% in FY 2025 from 8.56% in FY 2024

### Annual & Monthly IIP Growth

Industrial sector performance as measured by IIP index exhibited moderation in FY 2025, recording a 4.02% y-o-y growth against 5.92% increase in the previous year. The manufacturing index showed moderation and grew by 4.08% in FY 2025 against 5.54% in FY 2024. Mining sector index too moderated and exhibited a growth of 3.03% in FY 2025 against 7.51% in the previous years while the Electricity sector Index, also witnessed moderation of 5.19% in FY 2024 against 7.07% in the previous year.

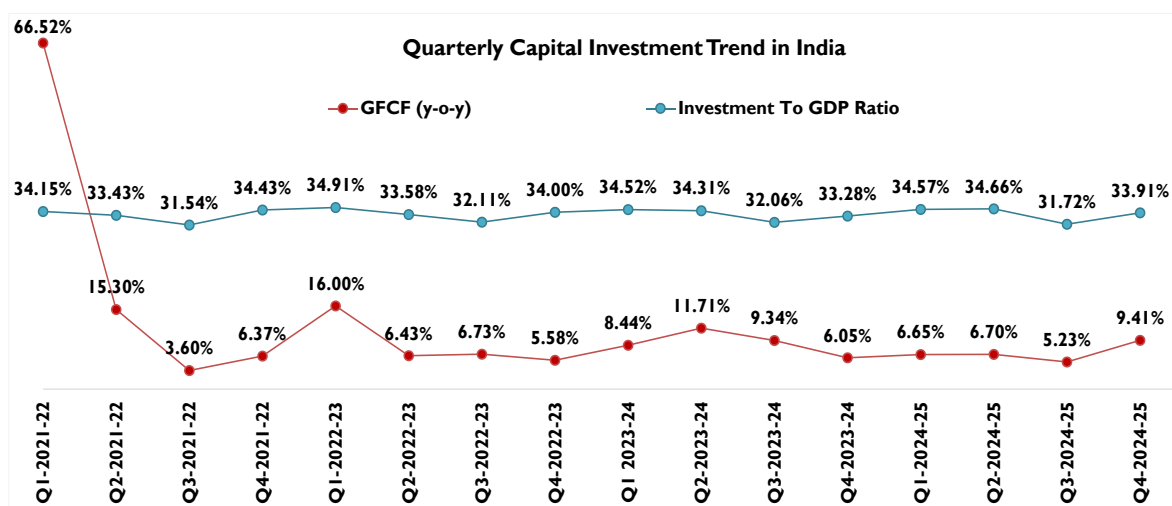
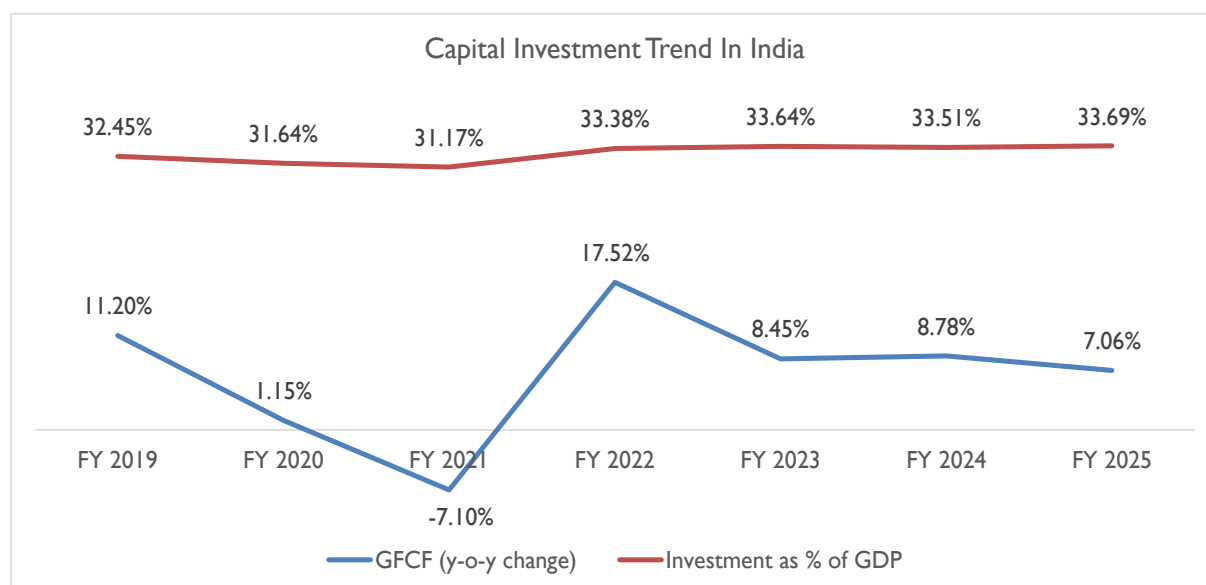


Source: Ministry of Statistics & Programme Implementation (MOSPI)

The IIP growth rate for the month of May 2025 is 1.2% which was 2.6% in the month of April 2025. The growth rates of the three sectors, Mining, Manufacturing and Electricity for the month of May 2025 are (-)0.1%, 2.6% and (-)5.8% respectively.

### Annual and Quarterly: Investment & Consumption Scenario

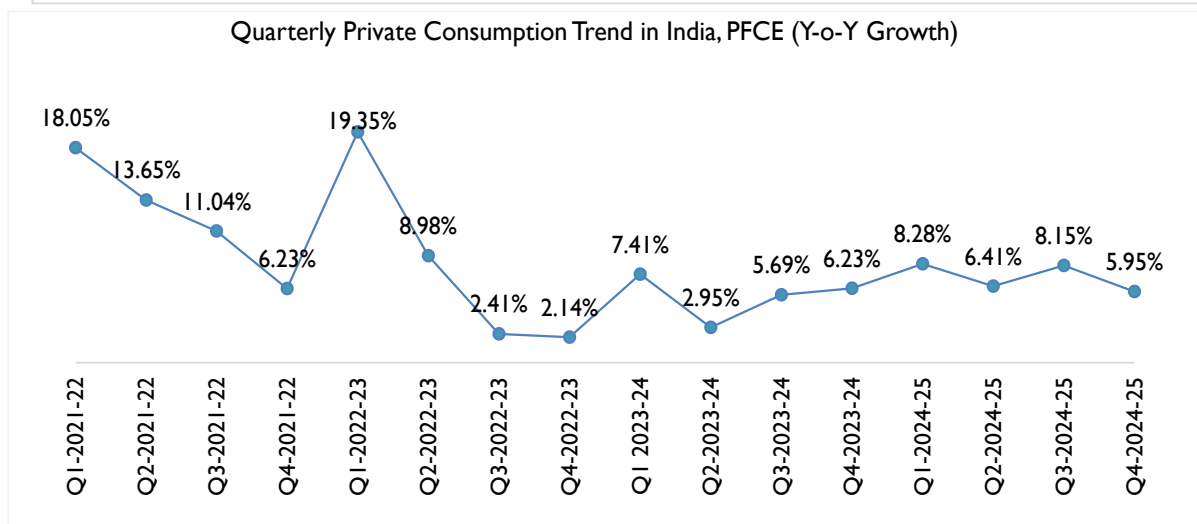
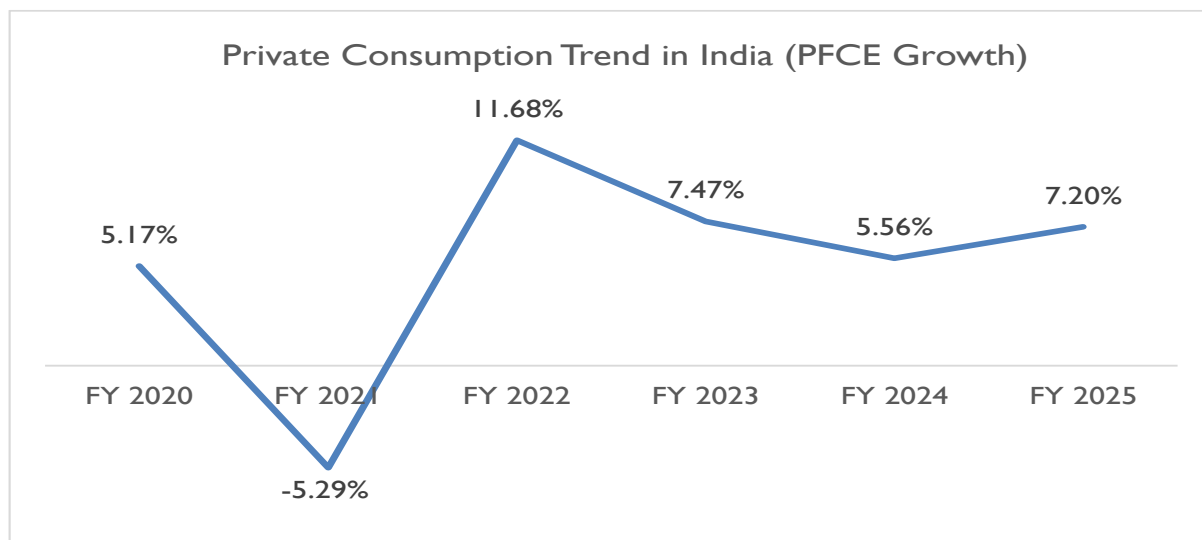
Other major indicators such as Gross fixed capital formation (GFCF), a measure of investments, has shown fluctuation during FY 2025 as it registered 7.06% year-on-year growth against 8.78% yearly growth in FY 2024, taking the GFCF to GDP ratio measured to 33.69%.



Source: Ministry of Statistics & Programme Implementation (MOSPI)

On quarterly basis, GFCF exhibited a fluctuating trend in quarterly growth over the previous year same quarter. In FY 2024, the growth rate moderated to 6.05% in March quarter against the previous two quarter as government went slow on capital spending amidst the 2024 general election while it observed an improvement in Q1 FY 2025 by growing at 6.65% against 6.05% in the previous quarter and moderated in the subsequent two quarter. On yearly basis, the growth rate remained lower compared to the same quarter in the previous year during FY 2025. The GFCF to GDP ratio measured 33.91% in Q4 FY 2025.

## Private Consumption Scenario



Sources: MOSPI

Private Final Expenditure (PFCE) a realistic proxy to gauge household spending, observed growth in FY 2025 as compared to FY 2024. However, quarterly data indicated some improvement in the current fiscal as the growth rate improved over the corresponding period in the last fiscal.

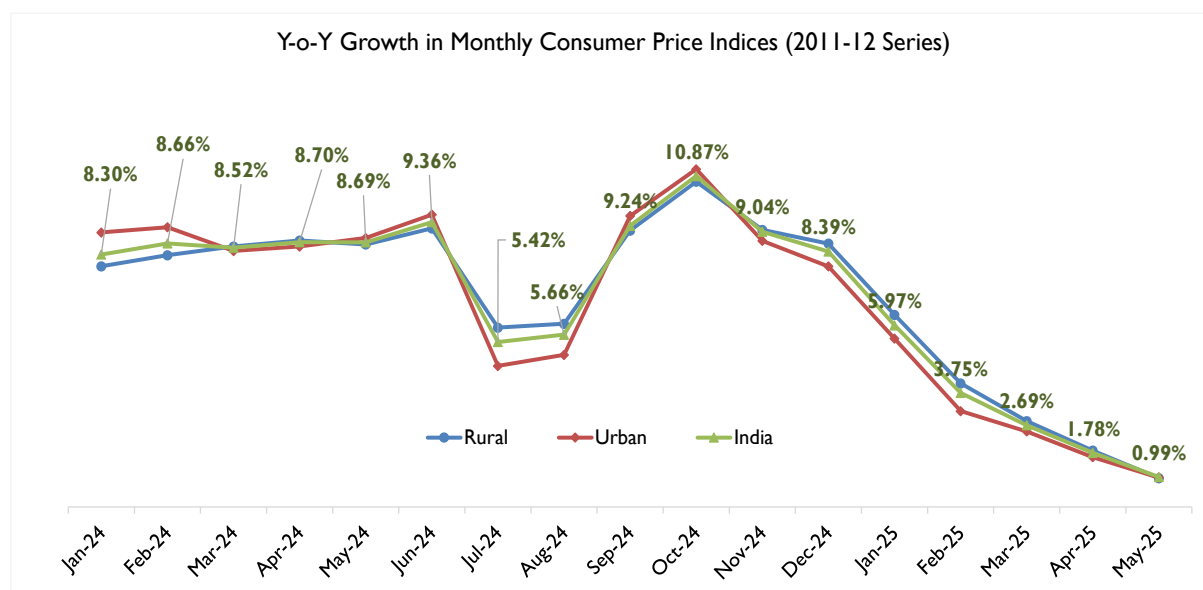
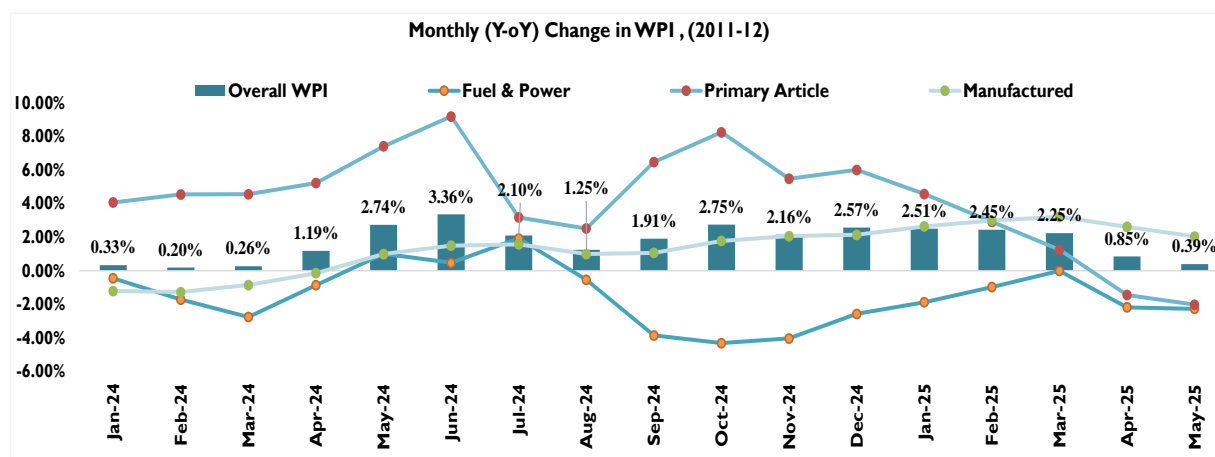
## Inflation Scenario

The inflation rate based on India's Wholesale Price Index (WPI) exhibited significant fluctuations across different sectors from January 2024 to May 2025. The annual rate of inflation based on All India Wholesale Price Index (WPI) number is 0.39% (provisional) for the month of May 2025 (over May 2024). Positive rate of inflation in May 2025 is primarily due to increase in prices of manufacture of food products, electricity, other manufacturing, chemicals and chemical products, manufacture of other transport equipment and non-food articles etc.

By May 2025, Primary Articles (Weight 22.62%), The index for this major group decreased by 0.05 % to 184.3 (provisional) in May 2025 from 184.4 (provisional) for the month of April 2025. Price of minerals (-7.16%) and non-food articles (-0.63%) decreased in May 2025 as compared to April 2025. The price of food articles (0.56%) increased in May 2025 as compared to April 2025.

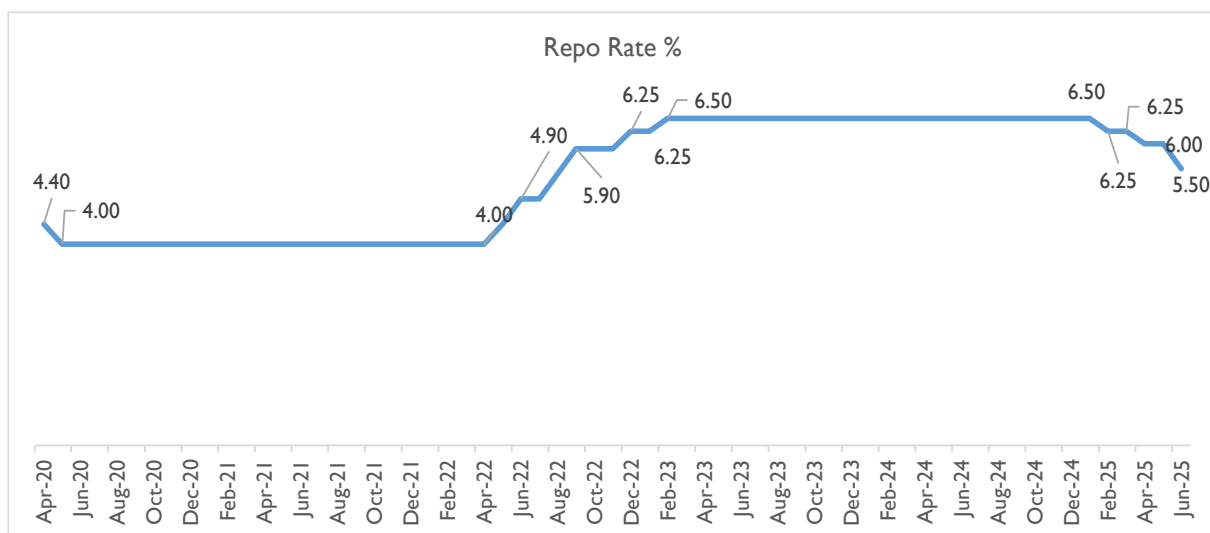
Moreover, power & fuel, the index for this major group declined by 0.95% to 146.7 (provisional) in May 2025 from 148.1 (provisional) for the month of April 2025. Price of mineral oils (-2.06%) decreased in May 2025 as compared to April 2025. The price of coal (0.81%) and electricity (0.80%) increased in May 2025 as compared to April 2025.

Furthermore, Manufactured Products (Weight 64.23%), The index for this major group remained unchanged at 144.9 (Provisional) in May 2025. Out of the 22 NIC two-digit groups for manufactured products, 10 groups witnessed an increase in prices, 9 groups witnessed a decrease in prices and 3 groups witnessed no change in prices. Some of the important groups that showed month-over-month increase in prices were other manufacturing; manufacture of other non-metallic mineral products; computer, electronic and optical products; pharmaceuticals, medicinal chemical and botanical products and textiles etc. Some of the groups that witnessed a decrease in prices were manufacture of food products, basic metals; rubber and plastics products, chemical and chemical products and electrical equipment etc. in May 2025 as compared to April 2025.



Source: MOSPI, Office of Economic Advisor

Retail inflation rate (as measured by the Consumer Price Index) in India showed notable fluctuations between January 2024 and May 2025. Overall, the national CPI inflation rate moderated to 0.99% by May 2025, indicating a gradual easing of inflationary pressures across both rural and urban areas. Rural CPI inflation peaked at 10.69% in October 2024, declining to 0.95 % in May 2025. Urban CPI inflation followed a similar trend, rising to 11.09% in October 2024 and then dropping to 0.96% in May 2025. CPI measured above 6.00% tolerance limit of the central bank since July 2023. As a part of an anti-inflationary measure, the RBI has hiked the repo rate by 250 bps since May 2022 and 8 Feb 2023 while it held the rate steady at 6.50 % till January 2025. On 6<sup>th</sup> June 2025, RBI reduced the repo rate by 50 basis points which currently stands at 5.50%.



Sources: CMIE Economic Outlook

### Growth Outlook

The Union Budget 2025-26 has laid the foundation for sustained growth by balancing demand stimulation, investment promotion and inclusive development. Inflation level is reaching within the central bank's target; the RBI may pursue further monetary easing that will support growth. The medium-term outlook is bright, fueled by the emphasis on physical and digital infrastructure spending. With a focus on stimulating demand, driving investment and ensuring inclusive development, the budget introduces measures such as tax relief, increased infrastructure spending and incentives for manufacturing and clean energy. These initiatives aim to accelerate growth while maintaining fiscal discipline, reinforcing India's long-term economic resilience. The expansion of tax relief i.e zero tax liability for individuals earning up to INR 12 lacs annually under the new tax regime is expected to strengthen household finances and, consequently, boost consumption.

The external sector remains resilient, and key external vulnerability indicators continue to improve. However, tariff-related uncertainty is likely to weigh on exports and investment, prompting us to cut our FY26 GDP growth forecast to 6.3%.

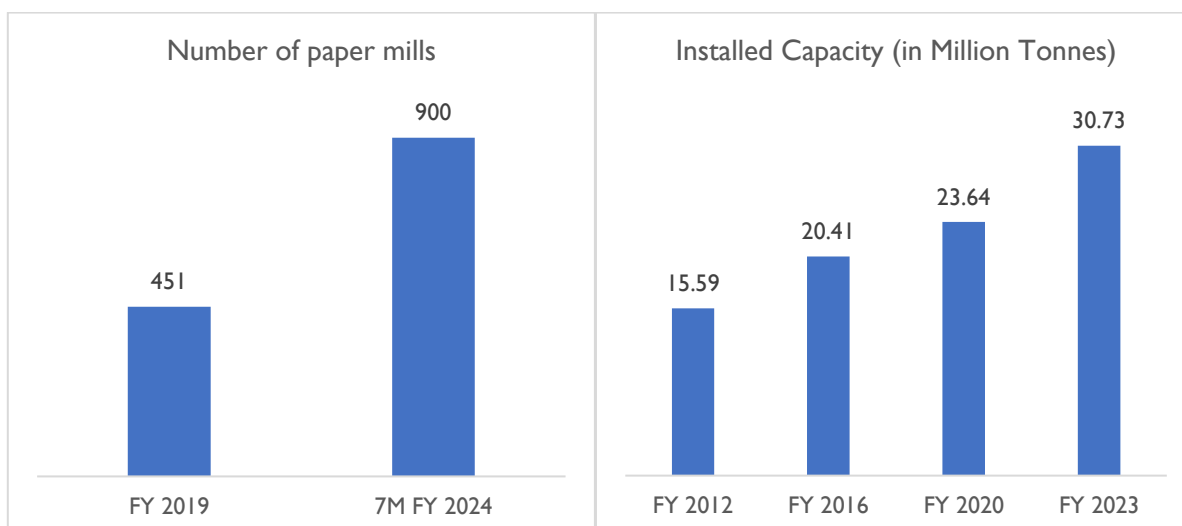
### Overview of the Indian Paper Industry

According to Indian Paper Manufacturers Association (IPMA), the Indian paper industry accounts for about 5% of the world's production of paper. The estimated turnover of the industry is over INR 70,000 crore with domestic market size estimated at INR 800 billion and its contribution to the exchequer is around INR 50 billion. Paper is a labour-intensive industry in India. The industry provides direct employment to 0.5 million persons, and indirectly to around 1.5 million.

India is the 15<sup>th</sup> largest paper producer in the world. The country has emerged as the fastest growing market when it comes to consumption. The per capita paper consumption in India is around 19 kg. The domestic market of paper is over 16 million tons per annum (MTPA), with over 2 MTPA being imported. Paper consumption is likely to witness 6-7% annual growth and will reach 30 million tonnes by FY 2026-27, largely driven by emphasis on education and literacy.

A majority of the paper mills comprise of diverse technological landscape, ranging from the oldest to the most modern technologies. These mills utilize various raw materials, including wood, bamboo, recycled fibre, bagasse, wheat straw, and rice husk. The production shares indicate that approximately 18% are based on wood, 75% on recycled fibre, and 7% on agro-residues.





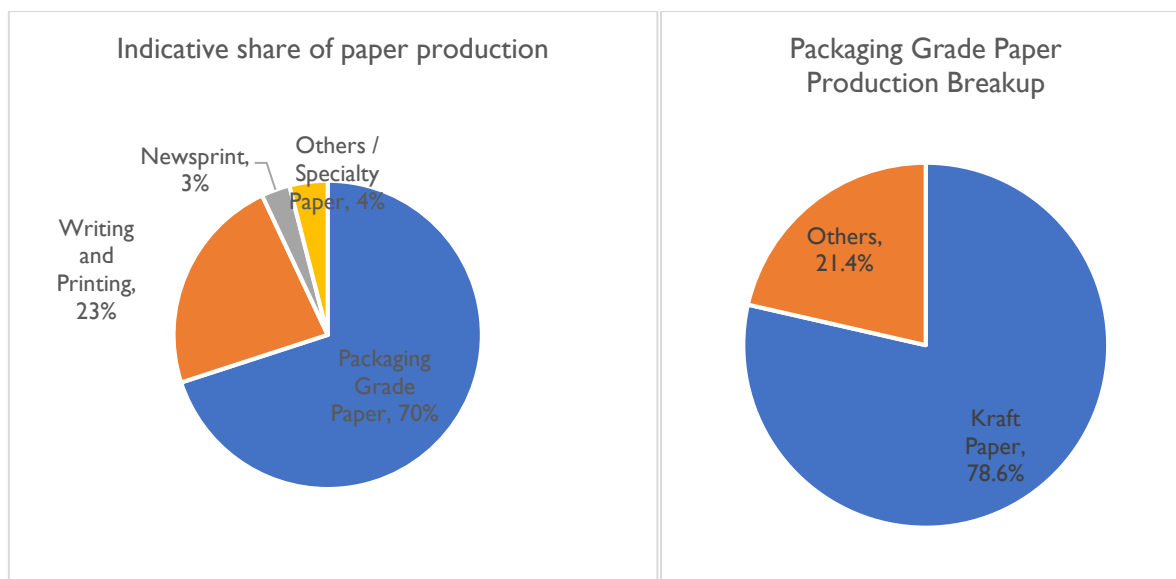
Source: Indian Pulp & Paper Technical Association, Department for Promotion of Industry and Internal Trade, Annual Report 2023-24, D&B Research

According to industry sources, the paper & pulp industry has an estimated 900 paper mills, of which 550 are operational. The collective installed capacity stands at an estimated 30.73 million tonnes, portraying the industry's robust and expansive presence.

### Major Paper Product Segmentation

Major Types of Paper	
Printing & Writing Paper	Uncoated (Creame Woven, Copier, Maplitho), Coated
Industrial Paper/ Paperboard	Kraft Paper, Duplex Boards
Newsprint	Glazed paper, standard paper
Specialty Paper	Tissue Paper, tissue paper/hygiene paper, insulation paper, filter paper, greaseproof paper, absorbent paper for laminates,

On account of being an eco-friendly and biodegradable product, packaging grade paper including kraft paper and duplex paper/board dominates the sector with 70% of total production where kraft paper alone is estimated to contribute nearly 55% share. Writing & printing paper accounts for approximately 23% of the total paper produced in India. Newsprint accounts for about 3% of the paper produced in the country. Other varieties produced in the country include tissue paper/hygiene paper, insulation paper, filter paper, greaseproof paper, absorbent paper for laminates, etc which together contributed nearly 4% share of the total paper production.



Source: Department for Promotion of Industry and Internal Trade Annual Report 2022-23, D&B Estimates

### Paper Cup Stocks and Food Grade Papers

Within the paper industry, the Food Service Packaging industry, a key segment of the Paper and Packaging sector, is experiencing heightened demand for sustainable solutions. In the paper and pulp industry, paper cup stock accounts for approximately 2% of the market. This raw material is specifically used for producing paper cups. Typically, paper cup stock is a type of paperboard or paper laminate that is designed to be water-resistant, making it suitable for containing liquids. To enhance the cups' resistance to liquids, the paper cup stock is often coated with a thin layer of polyethylene (PE) or a similar material. This coating acts as a barrier against moisture and helps prevent leaks. Paper cup stocks with different grades and varieties are designed for food service applications, ensuring safe direct contact, durability, and environmental friendliness. As businesses increasingly move away from plastic, paper-based packaging is emerging as a preferred alternative in retail and food services. Below listed are variety for cup stocks and food grade paper that are being used in the food and beverages segment.

### Paper Cup Blanks

#### PE Coated Paper Cup Blanks

These paper cup blanks are coated with food-grade polyethylene (PE), providing excellent moisture and grease resistance, which is essential for handling both hot and cold beverages. The PE coating enhances the cup's durability, helping prevent leaks and maintaining the structural integrity of the cup. These cups are highly popular in high-traffic settings, such as cafes, restaurants, and quick-service outlets, where quality and dependability are critical.

#### PLA Coated Paper Cup Blanks

Polylactic acid or PLA coated paper cup blanks serve as an eco-friendly alternative to traditional PE-coated cups. PLA being a biodegradable material, the PLA coated cups are compostable, providing an environmentally sustainable option without compromising on durability or leak resistance. Aligning with the sustainability goals, these paper cup blanks are perfect for those aiming to minimize their environmental footprint in food service settings.

#### Barrier Coated Paper Cup Blanks

These paper cup blanks feature a specialized barrier coating, enhancing their resilience to moisture and grease. Suitable for both hot and cold beverages, the barrier-coated cups are designed to offer extended performance and reduce leak risks. This coating provides an additional layer of protection, making these blanks a reliable choice for beverages that require long-lasting structural stability.

## **Food Grade Papers**

### *Greaseproof Paper*

Greaseproof paper is engineered to resist oils and fats, ensuring that food retains its flavor and appearance. Its breathable composition allows food to stay fresh and crisp without becoming soggy, making it an ideal choice for packaging greasy food items. Suitable for various environments, including freezers and ovens, this paper can handle a range of temperatures and humidity levels. Available in white and other colors in 40-60 GSM, it is commonly used to package burgers, sandwiches, French fries, and other snack foods.

### *Greaseproof Slip Easy Paper*

With an innovative anti-slip surface, slip-easy greaseproof paper is specially designed to keep packaged items securely in place. The anti-slip feature prevents products from shifting, making it ideal for applications where presentation and stability are crucial, such as in packaging bakery items and delicate snacks. Available in 40-60 GSM and a variety of colors, this paper is commonly used for cupcakes, muffins, pastries, and sweets.

### *Wet Strength Greaseproof Paper*

This paper combines grease resistance with enhanced wet strength, making it ideal for packaging items exposed to moisture, such as deli meats, salads, and sauces. It remains strong and durable even in wet or humid conditions, ensuring that products are securely packaged. Offered in 45 GSM, it is perfect for wrapping meats, fish, and frozen food products.

### *Bake Oven Paper*

Designed for high-temperature applications, bake oven paper is suitable for use as a tray liner for baking. It can withstand temperatures up to 230°C and supports multiple bakes (up to four times), making it highly economical and versatile. With high density and stability, this paper is ideal for conventional and microwave baking, available in 40-60 GSM and various colors, including classic white. Typical applications include baking cakes, cookies, pizza, and bread.

### *Vegetable Parchment Paper*

Vegetable parchment paper offers exceptional grease resistance and oil hold-out properties, making it ideal for food packaging and baking applications. It undergoes a specialized manufacturing process that eliminates the need for acid treatment, enhancing its purity and making it food-safe.

## **End Uses of Cup Stocks:**

Different varieties of cup stocks are used for making disposable paper cups and glasses that are popular single-use tableware items, predominantly used for serving beverages, but they also extend to certain food items due to their versatile, lightweight, and hygienic properties. These items are crafted to be sturdy, leak-resistant, and easy to handle, making them a preferred choice in various settings. While disposable cups are available in materials like plastic, foam, and paper, paper cups are particularly favoured for their eco-friendly attributes and biodegradable nature, positioning them as a sustainable alternative to conventional plastic.

Based on their application and structural design, paper cups are classified into several types to serve different uses across different segments like:

**Single-Wallpaper Cups:** These are the most common, lightweight, and economical option. They are popular for serving beverages like water, soft drinks, and some cold teas, especially in high-traffic areas such as workplaces and casual events.

**Double-Wallpaper Cups:** Often used for hot beverages, double-wall cups provide an extra layer of insulation, making them suitable for serving coffee, tea, and other hot drinks in cafés, restaurants, and on-the-go service points. The additional layer not only keeps beverages warmer for longer but also provides added comfort by preventing heat transfer to the user's hand.

**Corrugated Ripple Paper Cups:** Designed for added insulation and grip, these cups are a premium option for hot beverages. The ripple design reduces the need for cup sleeves, enhancing both convenience and presentation. Corrugated ripple cups are commonly used in premium café settings or in events where aesthetics and quality are prioritised.

**Compostable/Biodegradable Paper Cups:** These eco-friendly options are gaining traction among environmentally conscious consumers and businesses. They often feature plant-based coatings, making them fully compostable and aligning with sustainable waste management practices.

### Capacity and Size Variants

Paper cups are manufactured in various capacities to accommodate a broad range of beverage and food requirements:

**Up to 150 ml:** Suitable for quick, small servings, commonly used in office settings, small gatherings, stalls, for tea, coffee, and water.

**150 to 350 ml:** Standard size for on-the-go beverages, popular in coffee shops and fast-food outlets.

**350 to 500 ml:** Ideal for larger servings, such as smoothies or milkshakes, offering convenience for extended consumption.

**Above 500 ml:** Often used in specialised settings, such as juice bars or take-out orders, for customers looking for substantial servings.

### Different Varieties and grade of paper cup stocks being used by different sectors:

Paper cups derived by paper cup stocks are segmented based on their application:

**Beverage Use:** The beverage segment includes both hot beverages (such as tea, coffee, and soups) and cold beverages (like iced coffee, juice, and smoothies).

- Hot beverage cups are typically made with insulated designs (double-wall or ripple-wall) to prevent discomfort and ensure safe handling.
- Cold beverage cups are simpler in structure but may include lids for secure transportation.

**Food Use:** Beyond beverages, paper cups are gaining popularity in food applications. They are used for serving items like ice creams and desserts, soups and noodles, sauces and dressings, bakery products, and even small confectionery items. In these applications, paper cups help maintain hygiene and ease of consumption, making them suitable for both dine-in and takeaway options in quick-service restaurants.

### End-Use Segmentation.

The end-use segmentation of paper cups in India can be divided into:

**Commercial Use:** This includes sectors like cafés, restaurants, hotels, catering services, offices, bars/clubs, and educational institutions. In commercial settings, paper cups are preferred due to their hygienic, single-use design, which reduces the need for cleaning and minimises the spread of food-borne illnesses. Branding through customised prints on cups is also common in this sector, enhancing brand visibility and appeal to patrons.

**Household/Residential Use:** Although less prominent than in commercial sectors, disposable paper cups are increasingly popular in households for events and gatherings, where convenience is prioritised. Consumers in this segment typically prefer smaller sizes for casual use, such as tea and coffee.

## Manufacturing Process of Disposable Cups:

The production of disposable paper cups primarily involves high-quality cellulose paperboard sourced from renewable resources like wood pulp, making the product both sustainable and environmentally responsible. Generally, about 95% of a paper cup's structure consists of this paperboard, which undergoes rigorous processing to meet food-grade standards. These standards are crucial, ensuring that the material remains non-toxic and safe for both hot and cold consumables. The inner lining, which constitutes approximately 5% of the cup's composition, is usually made from polyethylene (PE) to create a waterproof barrier, preventing leaks and adding durability. Some cups incorporate a biodegradable or compostable coating derived from plant-based materials (such as PLA, or polylactic acid) to further enhance their environmental profile.

Raw Material	Pulping & Sheet formation	Printing & Coating	Die Cutting & Formation	QC & Packaging
<ul style="list-style-type: none"> <li>This involves sourcing the primary raw materials, such as wood, pulp, adhesives, inks and coatings</li> </ul>	<ul style="list-style-type: none"> <li>The raw wood fibers are processed into pulp, which is then transformed into paper. Then the pulp is formed into sheets of paper, which are then dried and rolled</li> </ul>	<ul style="list-style-type: none"> <li>Print customization is followed by protective coating, often Polyethylene (PE) or a biodegradable option, is applied to make the paper moisture-resistant</li> </ul>	<ul style="list-style-type: none"> <li>The coated paper is die-cut into cup shapes and then formed into the final cup structure</li> </ul>	<ul style="list-style-type: none"> <li>After various quality checks, finally the cups are packed and distributed to retailers or food service businesses</li> </ul>

Paper cups come in varying grades to cater to different needs. For example:

**Standard Grade:** Often single-wall, ideal for cold drinks or minimal contact hot beverages.

**Insulated Grade:** Double-wall or ripple-wall varieties designed for hot beverages, adding insulation to keep drinks warm without causing discomfort to the user's hand.

**Premium Grade:** May include thicker paperboard and high-quality coating suitable for branding purposes or high-end service settings like upscale cafés and restaurants.

## Market Scenario:

According to the Indian Paper Manufacturers Association, the total domestic consumption of the paper pulp industry in India reached 23.039 million metric tonnes in FY 2024. Within this, paper cup stock contributed 1.6% of the total consumption, amounting to approximately 309 thousand tonnes.

The demand for paper cup stocks is projected to grow at an impressive rate of 10.5% annually, driven by the increasing adoption of eco-friendly and biodegradable products in both domestic and international markets. This growth is further supported by a rising awareness of environmental concerns, government regulations aimed at reducing plastic use, and the expanding food and beverage sector, which relies heavily on disposable paper cups. This positive outlook signals significant opportunities for manufacturers and suppliers in the paper cup stock industry.

## Domestic Demand Scenario

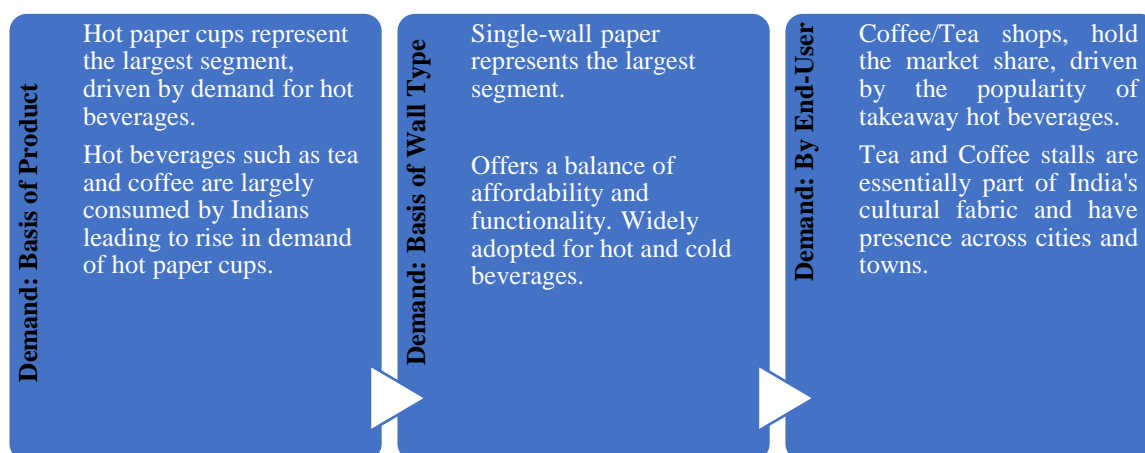
The demand of paper cup stocks is dependent on the disposable cups demand in the market and the evolution of disposable paper cups and glasses in India traces its origins to modest beginnings, when the concept of single-use tableware was relatively novel. In a country where street-side tea stalls, bustling cafés, and food vendors have always held a central place in the social and cultural fabric, the introduction of disposable cups offered a convenient and hygienic alternative. Initially limited in usage, these cups gained popularity as the demand for quick-service solutions rose, driven by both consumer preferences and market dynamics.

Several policy and market developments have catalysed the expansion of the disposable cup market. One of the pivotal moments for the industry was the imposition of bans on single-use plastic products in multiple Indian states, following a surge in environmental concerns over plastic waste. This regulation, combined with a broader societal push for sustainable practices, directed the market's focus toward paper-based alternatives. Moreover, the COVID-19 pandemic acted as an accelerator, bringing hygiene to the forefront of consumer priorities. Disposable paper cups and glasses became critical in maintaining sanitary conditions across restaurants, cafés, hospitals, and public venues, helping minimise potential contamination and prevent disease spread.

Culturally, the shift to paper cups aligns well with India's diverse beverage and food culture. Indians consume a wide range of drinks—chai, coffee, lassi, buttermilk (chaas), juices, and soups—and disposable cups cater to this variety. The large street vendor culture, where quick and hygienic service is paramount, has embraced disposable paper cups to deliver an easy, safe solution to customers who increasingly prefer single-use cups over reusable glasses. In food establishments, particularly in urban areas, the awareness of hygiene standards has heightened, leading to a demand for single-use options in place of traditional glass or ceramic cups, which may raise concerns over cleanliness.

In recent years, café culture, hospitality industry as well as events (festive, corporate) have also spurred growth, with businesses exploring innovations such as 3D-printed and custom-designed cups to cater to premium preferences. Increased awareness around sustainability has further encouraged the use of biodegradable coatings and plant-based laminates, enhancing the eco-friendly appeal of disposable cups. Additionally, paper cups, often customizable with aesthetically appealing designs, serve as both a functional and attractive solution for businesses aiming to reinforce sustainable practices. As consumers become more conscious of their environmental impact, they seek out products that align with their values, prompting manufacturers to develop new materials and coatings that meet biodegradable or compostable standards.

## Demand Scenarios in Specific Market Segments



Source: Industry Sources

The market is segmented by region into Maharashtra, Uttar Pradesh, Tamil Nadu, West Bengal, Gujarat. Maharashtra leads as the largest market for paper cups in India.

### Key Drivers/ Factors Driving Demand

- **Stringent Government Regulations and Initiatives Aimed at Reducing Plastic Usage:** The Indian government has introduced stringent regulations to limit single-use plastics, aiming to address critical environmental concerns. The Plastic Waste Management (PWM) Amendment Rules, 2021, led to a significant shift by banning various single-use plastic items across the country, including plastic cutlery, straws, and packaging widely used in the food and beverage industry. This policy has spurred demand for eco-friendly alternatives, with disposable paper cups emerging as a popular choice. Further restrictions by several state and local governments have accelerated this trend by incentivizing businesses to explore sustainable solutions. The PWM amendments have created an ideal environment for paper disposables as businesses and consumers align with these new regulations. Additionally, consumer awareness about environmental impact has strengthened support for such policies, as the public becomes increasingly engaged with eco-conscious consumption practices. This alignment with government regulations ensures a consistent demand for disposable paper cups in urban areas and across Tier 2 and 3 cities, where public compliance with eco-friendly regulations is also encouraged through fines and penalties. These policies have also fueled investment and innovation in the production of biodegradable materials, making disposable paper cups more affordable and accessible across diverse segments of the Indian market.
- **Hygiene and Cleanliness as Priority:** The COVID-19 pandemic shifted consumer behaviour substantially, making hygiene and cleanliness critical considerations. This change in consumer mindset has had a lasting impact on the demand for disposable paper cups, particularly in cafes, hospitals, and public venues, where single-use items were quickly adopted to prevent contamination risks. In medical settings, disposable cups have become essential, aiding in infection control by limiting potential exposure to pathogens. This heightened focus on hygiene extended to public service settings, workplaces, and even households, where disposable items are now preferred for safety reasons. Consumer perception of paper cups as a more hygienic alternative to reusable options has led to increased adoption in food establishments and among street vendors, who must adhere to elevated hygiene standards. This demand is particularly pronounced in high-traffic locations, from hospitals to cafes, where single-use products reduce the risk of contamination and align with public health guidance.
- **Growing Food and Beverage Industry with Rising Number of QSRs:** India's food services sector is poised for substantial expansion, projected to grow at a compound annual growth rate (CAGR) of 8.1% from 2024 to 2028.<sup>1</sup> Urbanization, economic growth, and a younger population drive this growth, making disposable packaging a practical solution for the food and beverage industry. The rapid rise in cafes and QSRs has elevated the demand for convenient packaging solutions like disposable paper cups, which cater to consumer expectations for quick service and hygiene. Urban areas, especially Tier 1 cities, have seen a rapid rise in the 'cafe culture,' with many opting for paper cups to enhance the customer experience. The growth of cafes in India, driven by the rise in the trend of people working remotely or freelancing, has led to an increased demand for comfortable and functional workspaces that also offer food and beverages, leading to the emergence of coworking cafes. Capitalising on India's long-standing tea and coffee culture, the country's cafes and bars market are estimated to be valued at 17.54 billion USD in 2024. Additionally, traditional Indian events, such as birthday, weddings, religious gatherings, and cultural events, have also started integrating eco-friendly disposables. In these settings, disposable paper cups have become increasingly popular, especially in urban and elite areas, where consumers are more mindful of their environmental footprint. Such events, which attract large gatherings, provide a platform for disposables as a practical solution while supporting the eco-friendly shift.

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<sup>1</sup> NRAI - The India Food Services Report-2024



- **Rising of Middle-class and Disposable Income:** India's growing middle-class segment, which now encompasses around 100 million individuals<sup>2</sup>, is a significant driver for paper cup demand. As disposable incomes rise, consumers are increasingly willing to invest in premium experiences like specialty coffees and café culture, which rely heavily on disposable paper cups. This trend reflects a cultural shift towards frequenting cafes and restaurants that prioritise both convenience and environmental responsibility. Urban consumers in this demographic, particularly the younger population, are attuned to sustainable practices and prefer products that align with their values. The ban on single-use plastics has further bolstered this shift, encouraging consumers to opt for paper-based disposables as accessible and sustainable alternatives. As a result, paper cups are now synonymous with environmentally responsible choices and continue to gain traction across diverse consumer segments, from high-end cafes to neighbourhood food vendors.
- **Growth of Online Food Deliveries:** India's online food delivery market has also seen substantial growth, with approximately 66 million users engaging with food delivery platforms among the urban population.<sup>3</sup> This figure has shown consistent mid-single-digit growth over recent years, reflecting a strong shift toward convenience in urban dining habits. This surge in online food ordering has driven the demand for disposable packaging, as restaurants and delivery services look for hygienic, single-use options like paper cups to maintain food safety and service efficiency.  
As urban dining habits evolve, the demand for hygienic, disposable packaging continues to increase. Food delivery platforms prioritise customer safety, making disposable paper cups ideal for orders, especially given that the packaging ensures both customer and worker health. Paper cups, being lightweight, easy to transport, and safe for disposal, address these needs while supporting eco-conscious consumer trends in India's expanding online food market.

**Corporate Sustainability Commitments and Customization in Packaging:** A growing number of companies are embracing sustainability by adopting paper-based cutlery and packaging as part of their eco-conscious practices. This shift to paper-based disposables reflects corporate commitment to environmental responsibility, and businesses are increasingly highlighting their use of eco-friendly materials to meet consumer expectations and enhance brand image. These sustainability goals resonate with consumers, driving a preference for brands that prioritise environmental impact reduction. The movement toward sustainable consumption has directly impacted the demand for disposable paper cups. As consumers become more environmentally aware, they prefer products made from biodegradable and recyclable materials. Paper cups meet this demand by offering an eco-friendly alternative to plastic, with many brands further elevating the experience by using customizable designs and plant-based laminates. This approach not only appeals to eco-conscious consumers but also enables businesses to showcase their commitment to sustainability.

Customization trends have also emerged in the café and QSR sectors, where businesses use branded, visually appealing designs to enhance the customer experience and create brand recall. Innovations in design and material have improved the aesthetic and functionality of paper cups, making them more attractive and reinforcing their role as a sustainable option in the marketplace. This customization trend has contributed to the sustained growth of paper cup demand, especially in establishments where brand identity and consumer experience are key priorities.

## Foreign Trade Scenario<sup>4</sup>

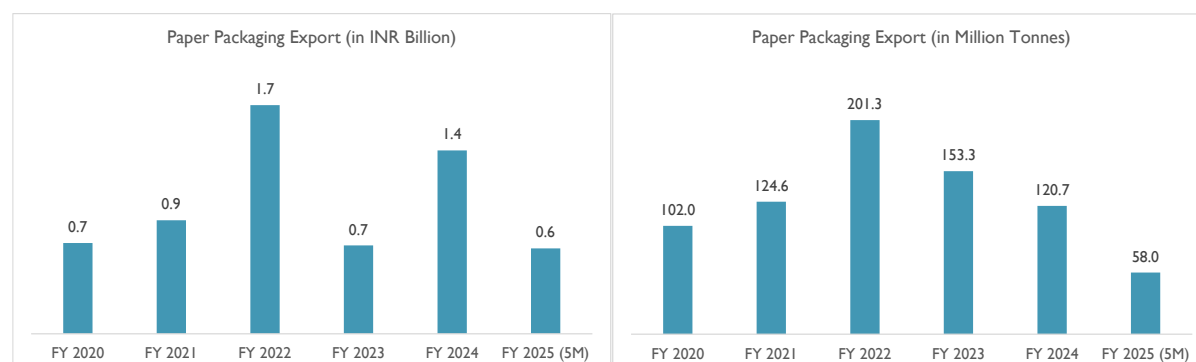
<sup>2</sup> Business World - Rise and Evolution of Coffee Culture in India

<sup>3</sup> [NRAI - The India Food Services Report-2024](#)

<sup>4</sup> The HS code considered

- 47071000: Paper Scrap
- 48109900: Paper Sheet, Paper Roll (Uncoated)
- 48115190: Paper roll & Paper Sheet (Coated)
- 48236900: Paper Cup Bobbin (Bottom/ Paper Cup/ Paper Blank/Paper Cup Printed sheet, Paper Cup Roll)

The Paper & Packaging sector paper trade has shown variable growth over recent fiscal years, reflecting fluctuations in both value and volume. In FY 2020, exports stood at INR 0.7 billion, with an export volume of 102.0 million tonnes. The following year, FY 2021, saw a rise in both value and volume, with exports reaching INR 0.9 billion and 124.6 million tonnes respectively. This growth continued significantly in FY 2022, achieving a remarkable peak with export value increasing to INR 1.7 billion and volume surging to 201.3 million tonnes. This spike was likely driven by strong global demand for paper products and increased utilization of sustainable packaging solutions, which has become a global trend.



Source: Ministry of Commerce, D&B analysis

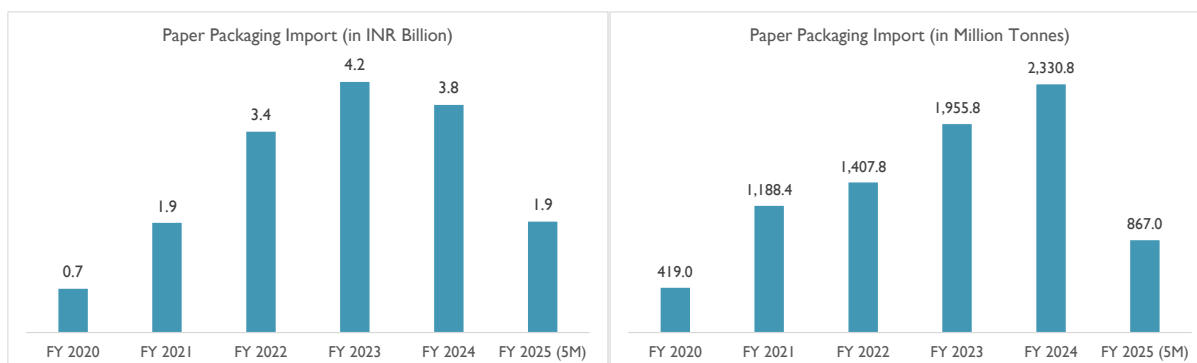
However, the trend reversed sharply in FY 2023, where export value dropped to INR 0.7 billion and volume fell to 153.3 million tonnes. This downturn could have resulted from changes in international demand, evolving trade regulations, or supply chain disruptions affecting the industry. In FY 2024, exports recovered somewhat, reaching INR 1.4 billion in value and 120.7 million tonnes in volume. Though improved from the previous year, these figures suggest continued market challenges and an evolving landscape for paper exports. The data for FY 2025 (the first 5 months) shows exports reaching INR 0.6 billion and 58.0 million tonnes in value and volume, indicating that while there is a steady flow of exports, the total annual figures may not meet the high levels seen in FY 2022 if the current trend continues. Overall, this data highlights the dynamic nature of the paper packaging export market and the need for strategic adjustments to maintain stability and growth.

### Export Percentage Share

When examining the export share in terms of volume, uncoated paper sheets and rolls constitute the largest segment, making up 68% of the total paper packaging export volume. This high percentage highlights the substantial global demand for uncoated paper, likely driven by its wide range of applications across industries. Paper cup bobbins follow, accounting for 19% of export volume, reflecting significant usage for disposable cups in the food and beverage industry. Coated paper rolls and sheets make up the remaining 13%, underscoring a niche demand for specialized coated paper products that cater to more specific packaging requirements.

### Import of Paper & Packaging

India's paper and packaging import sector has experienced substantial growth over the past five fiscal years, driven by increasing domestic demand for both raw and finished paper products. In FY 2020, imports were valued at INR 0.7 billion with a volume of 419.0 million tonnes. This initial figure quickly escalated in FY 2021, with import value soaring to INR 1.9 billion and volume rising sharply to 1,188.4 million tonnes. This trend continued in FY 2022, as imports reached INR 3.4 billion in value and 1,407.8 million tonnes in volume, reflecting strong domestic consumption and possible shortages of domestically produced paper and packaging materials.



Source: Ministry of Commerce, D&B analysis

The upward trajectory was most notable in FY 2023, with imports reaching INR 4.2 billion in value and a volume of 1,955.8 million tonnes. This marked a significant increase, as India faced rising demand in sectors like packaging, e-commerce, and manufacturing, which all rely heavily on paper materials. By FY 2024, imports slightly decreased in value to INR 3.8 billion, yet volumes reached an all-time high of 2,330.8 million tonnes. This discrepancy between value and volume growth may indicate a shift toward importing lower-cost or recycled paper materials to meet demand sustainably and cost-effectively.

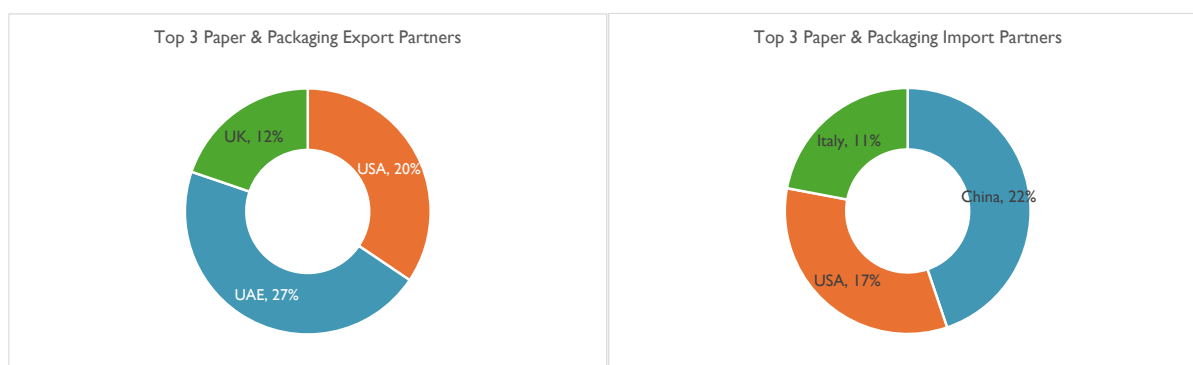
The first five months of FY 2025 shows imports of INR 1.9 billion with 867.0 million tonnes in terms of value and volume. If this trend continues, it suggests that India's total paper and packaging import volume may again surpass previous years, while the value might stabilize or grow more modestly. This growth in imports highlights a strong dependence on foreign paper resources to support expanding industries, reinforcing the need for India's paper and packaging sector to consider further domestic capacity expansion to reduce reliance on imports.

### Import Percentage Share

When evaluating the import percentage share based on volume, paper scrap overwhelmingly dominates, accounting for 98.0% of the total paper and packaging imports. This high proportion reflects India's strong demand for recycled paper materials, which are crucial for producing various packaging products. The remaining segments have relatively minor shares: uncoated paper sheets and rolls represent 1.4% of import volume, while coated paper rolls and sheets and paper cup bobbins makeup 0.5% and 0.0%, respectively. This volume distribution underscores a heavy reliance on paper scrap imports to meet domestic recycling and manufacturing needs, with minimal import dependence on other types of paper products.

### Trade Partners

India's top export partners for paper and packaging materials reflect strong demand in prominent global markets. The United Arab Emirates (UAE) leads with a 27% share, signifying robust trade relations and possibly catering to the UAE's dynamic packaging needs, driven by its thriving retail and e-commerce sectors. The United States follows with a 20% share, highlighting the high demand for sustainable packaging materials as American companies increasingly prioritize environmentally friendly imports. The United Kingdom, contributing 12% to India's export volume, rounds out the top three export destinations. This strong presence in the UK market could reflect consistent demand for paper and packaging solutions in various industries, from food service to retail packaging, where paper-based products offer an attractive, eco-friendly alternative to plastic. Together, these countries account for a significant share of India's export revenue in paper and packaging, emphasizing the growing global reliance on India for sustainable paper-based solutions.



Source: Ministry of Commerce, D&B analysis

India's paper and packaging imports are primarily dominated by China, which accounts for 22% of total imports. China's significant contribution stems from its vast paper manufacturing sector, supplying a range of products, including raw materials, that meet India's high demand in the paper and packaging industries. The United States is the second largest import partner with a 17% share, likely reflecting both India's demand for high-quality paper products and its reliance on diverse sources for specific grades and types of paper. Italy, with an 11% share, is the third key import partner, bringing in specialized and often premium-grade packaging materials and machinery. These partnerships highlight India's approach to diversifying its import sources to ensure a steady supply of paper products, raw materials, and technology required for its expanding domestic markets. This diversified import strategy not only strengthens supply chain resilience but also enables India to tap into innovative packaging solutions from advanced manufacturing economies.

### Regulatory Landscape

- **Environmental Regulations:** The **Plastic Waste Management Rules** (2016, amended in 2021) have set forth stringent guidelines restricting single-use plastics in India. This policy directly impacts the disposable paper cup industry by encouraging a shift towards sustainable alternatives, such as paper-based products, to mitigate environmental impacts and reduce non-biodegradable waste in landfills. Additionally, **The Environment (Protection) Act** (1986) forms the legislative backbone for environmental oversight, mandating compliance with emission norms and waste management standards that influence the production and disposal of paper-based products.
- **Forestry and Raw Material Sourcing Policies:** The **National Forest Policy** (1988) underscores the sustainable use of forestry resources, advocating for sustainable logging practices and preservation of natural habitats. This impacts paper manufacturing, as raw materials for paper cups are often sourced from wood pulp. Furthermore, recent government policies under **The Compensatory Afforestation Fund Act** (2016) mandate reforestation efforts, ensuring that raw material sourcing aligns with environmental preservation goals.

### Key Initiatives

**Waste Management and Circular Economy Promotion:** Swachh Bharat Abhiyan and the National Action Plan for Climate Change (NAPCC) support initiatives for waste segregation and recycling, indirectly benefiting paper cup manufacturers by fostering a circular economy. This framework reduces reliance on virgin materials and aligns with global sustainability goals, thus supporting a stable supply chain for recycled paper products.

- **India's National Conservation Council (NCCF) joined the PEFC alliance** in 2015 and, by 2019, secured PEFC endorsement for the nation's forest certification system. Since then, NCCF has actively worked to increase awareness of the benefits of purchasing and selling certified products and has promoted the sustainable public procurement of PEFC-certified products.
- **Financial Assistance:** The government offers indirect financial support through schemes under Startup India and Stand-Up India, which provide tax exemptions and subsidies to small and medium enterprises (SMEs). Hence, it is easy to start a manufacturing business in a potentially big and profitable market like paper cups.
- **Green Paper Initiative by the Confederation of Indian Industry (CII) - Paper Division:** This initiative is a partnership between CII and several paper manufacturers aimed at encouraging the use of recycled paper products. As a result of this initiative, there has been a notable rise in the accessibility and cost-effectiveness of eco-friendly paper products for both businesses and consumers.

### Threats & Challenges

The Indian cup stocks and food-grade papers industry faces several challenges that affect both production and market adoption. These challenges include sourcing raw materials, excessive water usage, technological requirements, cost considerations, and waste management issues. Below is an analysis of the primary challenges.

- **High Production Costs:** Manufacturing paper cup stocks and food-grade paper involves higher production costs compared to traditional alternatives like plastic cups. These costs stem from sourcing sustainable raw materials, advanced manufacturing processes, and compliance with quality standards.
- **Raw Material Sourcing and Price Volatility:** The production of paper stocks relies on paperboard, which is made from virgin wood pulp. Sourcing this material often involves sustainable forestry practices, which add to production costs. Softwoods like pine and spruce are valued for their strength, while hardwoods like eucalyptus offer superior print quality. Rising global demand for these raw materials, driven by competing industries like furniture and packaging, creates supply bottlenecks and price instability. Smaller manufacturers with limited bargaining power are particularly vulnerable to price fluctuations, leading to further strain on their profit margins.
- **Volatility in Material Costs and Sourcing Issues:** Softwoods like pine and spruce, known for their long fibers, provide strength and durability, making them ideal for paperboard. Eucalyptus, a hardwood, is also increasingly used due to its short fibers, which offer good print quality and a smooth surface finish. The blend of both softwood and hardwood allows for a balanced product that's strong and easy to print on. Any increase in the cost of wood pulp or paperboard significantly affects small and mid-sized paper cup manufacturers, who often lack bargaining power. For these companies, who primarily handle converting paperboard into cups rather than producing the board itself, price increases lead to reduced margins, making it challenging to absorb costs without passing them onto customers.
- The paper cup industry's reliance on consolidated suppliers for high-quality paperboard underscores the sector's sensitivity to price volatility in the pulp and paperboard markets. For these companies, who primarily handle converting paperboard into cups rather than producing the board itself, price increases lead to reduced margins, making it challenging to absorb costs without passing them onto customers. An increase in the cost of sourcing these materials—driven by competition from other sectors, such as the furniture industry—can strain profit margins for paper cup manufacturers. Many smaller firms have limited ability to absorb these costs and are often forced to pass them on to consumers, potentially impacting sales and market share.
- **Reliance on Large Suppliers:** A few large players, such as ITC, dominate the paperboard supply chain, leaving small and mid-sized manufacturers heavily dependent on them. This dependency limits manufacturers' negotiating ability and exposes them to supply chain disruptions.

- **Water Utilization:** Paper cup manufacturing is resource-intensive, requiring significant amounts of water, which raises environmental concerns. Studies show that it takes approximately three lakh liters of water to make 60,000 cups. Similarly, to recycle these cups it takes around 26,000 litres of water. In a country like India, where water scarcity is a pressing issue in various regions, the high-water footprint of paper cup manufacturing becomes a significant drawback. This factor affects both the environmental appeal and the sustainability profile of paper cups, deterring environmentally conscious consumers and businesses.
- **Durability and Limited Heat Resistance:** Although paper cups are regarded as an eco-friendly alternative, their heat resistance and durability are often inferior to plastic and foam options. This limitation affects their functionality for hot beverages and other applications where sturdier containers are needed. In high-demand settings such as events, outdoor catering, and fast-food outlets, the fragility of paper cups can hinder operational efficiency, leading to spillage, waste, and customer dissatisfaction.
- **High Costs of Equipment and Technology:** The technology and equipment required for manufacturing paper cup blanks and Food Grade Papers tend to be more advanced and expensive than those for plastic cup production. Specialized machinery and coating techniques are needed to produce cups that are liquid-resistant and durable, especially when dealing with hot beverages. For manufacturers, this translates into higher capital expenditure and operational costs, which may not be feasible in markets with limited budgets. In a price-sensitive market like India, where affordability is paramount, these high production costs often make it challenging to compete with plastic cups, which are cheaper to produce.

Cost Breakdown & Other Requirements	
<b>Equipment</b>	The cost for an automatic paper cut manufacturing machine is Rs.8,50,000/- and dyes would be required with a cost of Rs.1,50,000.
<b>Raw Materials</b>	The total investment in raw material per month would be over Rs. 6 lakhs
<b>Land &amp; Building</b>	An area of about 500 square metres, at least with an electricity connection
<b>Labour Requirement</b>	Approximately Rs. 5 Lakhs a month
<b>Total cost of production including Bank loans, land, securing licences, other machine requirements like 3D printing, etc, could go over Rs. 70 Lakhs to 1.5 Cr.</b>	

- **Waste Management and Recycling Challenge:** While paper cup blanks and Food-Grade Papers are theoretically biodegradable, improper disposal and inadequate waste segregation often lead to them ending up in landfills, negating their environmental benefits. Many paper cups are coated with a thin plastic layer for insulation, making them difficult to recycle without specialized processes that are not widely available in India. This adds to the waste management challenges and creates a gap between the industry's sustainability objectives and the actual environmental impact of paper cups.

## Competitive Landscape

### Nature of Industry

The paper cup stock and food-grade paper industry provide semi-finished disposable cups to disposable cups manufacturers. The industry in India is part of the broader sustainable packaging sector, which is proliferating due to increasing environmental concerns and regulatory shifts away from single-use plastics. This industry is primarily characterized by a fragmented market structure, with numerous small to medium-sized manufacturers alongside a few large players. These manufacturers cater to diverse sectors, including hotels, restaurants, and, brand outlets & franchisee. Some companies in this industry manufacturing paper stocks & food grade paper and supplying that to cup manufacturers and few are directly providing cups to the particular clients on demand, this differentiation in the industry creating a more complex landscape and increasing the competition.



The industry relies heavily on raw materials and the supply chain for these materials is increasingly oriented toward sustainable sourcing, with a preference for recycled or sustainably managed sources. Manufacturing is generally centralized around industrial hubs, with key states like Maharashtra, Tamil Nadu, and Gujarat being production centres. This industry is also influenced by seasonal demand, peaking during festivals, weddings, and holiday seasons, where the use of disposable cups rises in tandem with increased consumption of on-the-go beverages and foods. The demand of cups directly fuels the demand of paperboard & paper cup blank for making bulk of cups for different companies.

As an emerging market, the Indian paper blank and food grade paper industry is dynamic, with ongoing developments in technology, sustainability practices, and innovation in product design. Companies are increasingly investing in R&D to create products that balance cost-effectiveness with eco-friendliness, ensuring compliance with India's environmental regulations while meeting consumer expectations.

### Analysis of Factors Shaping Competition

Several key factors shape competition within India's paper cup stocks and food grade paper market:

- **Regulatory Environment:** Stringent government regulations on single-use plastics have pushed businesses to switch to paper disposables. This regulatory environment benefits compliant manufacturers while increasing entry barriers for those unable to meet eco-friendly standards. Companies that can consistently adhere to environmental norms hold a competitive advantage.
- **Raw Material Sourcing and Cost Efficiency:** The cost and availability of quality raw materials for making food grade paperboard and paper cup stocks directly impact production costs. Companies that have secure, cost-effective supply chains, or can utilize recycled materials without compromising quality, can produce at lower costs and capture market share by offering competitive pricing.
- **Presence of Alternative:** Companies in food and beverages are demanding disposable cups, and numerous players in the sector are providing printed disposable cups directly to the client rather than providing paper cup blanks (a pre-formed cup). In addition to this factor, the rise of reusable containers and other sustainable alternatives has recently threatened disposable cup manufacturers.
- **Innovation and Product Differentiation:** Companies that innovate with new designs, coatings, and branding opportunities for cups can attract a wider range of clients, particularly in sectors like hospitality and event management. Differentiation through unique designs, customization options, and eco-certifications helps companies stand out in a competitive market.
- **Brand Reputation and Client Relationships:** It is crucial to build strong relationships with major clients such as disposable cup manufacturers and other end-user industries like food chains, airlines, and hotels. Companies with established reputations for quality, reliability, and sustainable practices have a competitive edge, as they are often the preferred suppliers for large, recurring orders.
- **Economies of Scale:** Larger players benefit from economies of scale in both production and distribution, allowing them to offer more competitive pricing. Smaller manufacturers often face challenges in scaling up and must compete through niche offerings or regional focus.
- **Technological Advancements in Manufacturing:** The adoption of advanced manufacturing techniques, such as automated production lines, enables companies to improve efficiency and quality. Companies that invest in such technology are likely to have lower production costs and higher throughput, strengthening their competitive position.
- **Consumer Demand for Eco-Friendly Products:** Increasing consumer preference for sustainable and biodegradable products drives competition, as companies strive to position themselves as eco-friendly brands. Those that invest in green certifications and sustainable sourcing often enjoy enhanced brand loyalty and a broader consumer base.



## Company Profiling

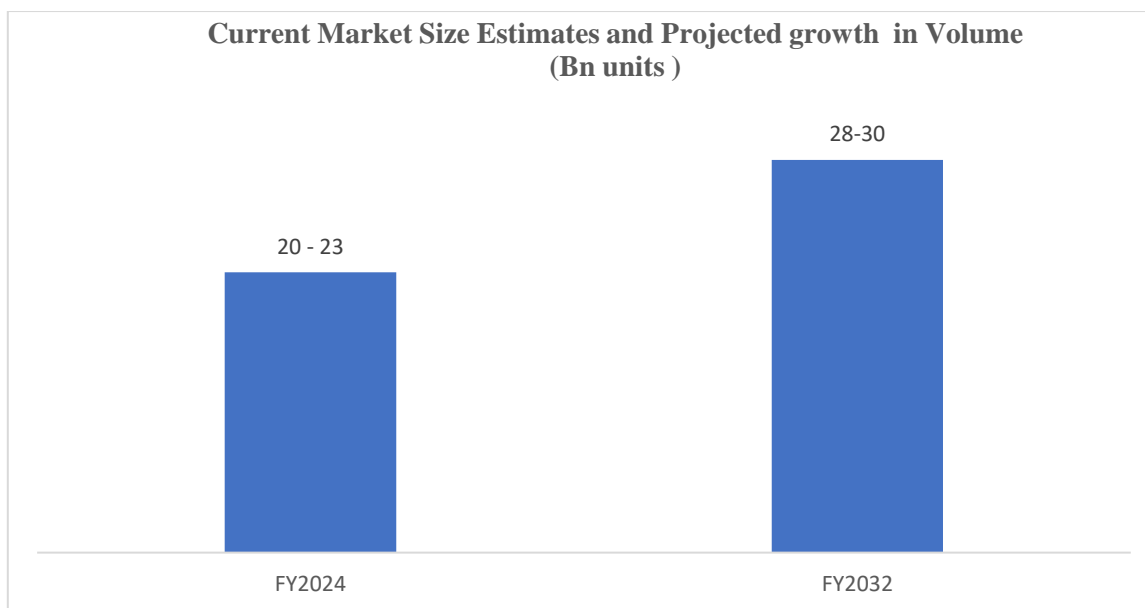
### Major Paper Cups Manufacturing Companies in India:

Company Name	Overview
Leetha Group	Established in 1979, the company is one of the Pioneers in Packaging and Printing. It manufactures 100% compostable and biodegradable paper cups that includes Double wall cups, Ripple wall cups, Embossed cups, Single wall hot cups, cold cups 2 Side Coated, Single wall coffee/ teacups, raw material for disposable cups and cup stocks. Approximately 58% of cups exported from India are produced in Leetha. The company is not only serving India, but also outside countries like the UK, US, Ireland, Germany, Singapore, Australia, and many other industries.
Kafka	The company is a manufacturer of disposable food packaging material and raw material. They have a range of 15+ biodegradable eco-friendly disposable products that includes many types of plates, cups, bowls, trays, and takeaway boxes. These disposable cups are made from paper and often coated or coated with plastic or wax to prevent liquid from leaking out or soaking through the paper. Moreover, the company offers wide ranges of paper cups such as single wallpaper cup, double wall paper cups, ripple wall kraft paper cup, and dimple textured bubble cup. The company also offer raw materials for disposable paper cups.
Baba Cups	Established in 2010, Baba Cups is one of the leading disposable paper cups and F & B raw material manufacturers based out of the Industrial belt of Central India with operations and supplies in top regions of the world including Asia, Europe, the Middle East, and Africa. Baba cups have multiple specialties in paper cups, paper cups raw material, PE coated reel, metalized aluminum container lids, paper food containers, paper plates, paper food boxes, cardboard cups, paper fans, double wall paper cups, uncoated cup stock paper, metalized duplex board, and paper cup lids. Over the past years, company has evolved and expanded from a mere single machine to now a state-of-the-art infrastructure exporting to 15+ countries with an ever-growing portfolio and around 500 + million cups produced annually in India.
Jagannath Industries Pvt. Ltd.	Jagannath Group, established in 1997, launched its PE Coated Paper division under Jagannath Industries Pvt. Ltd. in 2014. Jagannath Industries is a leading manufacturer and exporter of PE-coated cup stock paper made from virgin LDPE, ideal for producing paper cups and tubs. the company produces 6,000 tons of high-quality paper annually and is continuously expanding its capacity. Their paper, available in 150-350 GSM with single or double-sided PE coating, is supported by advanced facilities, including high-speed coating lines, slitting, sheet cutting, and flexo printing, enabling them to supply up to 1,000 metric tons per month. Their diverse product range includes paper cup sleeves, rolls, bobbins, corrugated and embossed cup sleeves, sugar sachet packaging rolls, barrel kraft paper, tea packaging bags, and more.

Source: Company Websites

## Growth Forecast

The paper cup stock industry is experiencing growth on the back of the Indian disposable paper cups and glasses sector which currently stands at approximately 20-23 billion units during FY2024, with projections indicating growth to 28-30 billion units by FY2032. This represents a robust compound annual growth rate (CAGR) of 3 – 4 %. This growth is primarily fuelled by increasing consumer awareness regarding the environmental consequences of plastic disposables and a rising demand for sustainable, eco-friendly alternatives.



Sources:<sup>5</sup> Dun & Bradstreet Insight Based on Syndicated Research Report

Several key sectors are driving this market expansion, notably the rapidly evolving food and beverage (F&B) industry, along with the proliferation of cafes, restaurants, and food delivery services. These sectors are not only catering to consumer preferences for convenience and hygiene but are also generating significant employment opportunities throughout the supply chain, from manufacturing to retail. Government policies aimed at promoting sustainable practices—particularly the ban on single-use plastics—have significantly accelerated demand for disposable paper products. These regulations have led to a shift towards eco-friendly alternatives, reinforcing the market's growth while also contributing positively to environmental preservation. The organized retail sector plays a crucial role in this expansion, improving product availability in supermarkets and hypermarkets, thus enhancing consumer access to sustainable options.

Additionally, the on-the-go and takeaway culture, along with rising disposable incomes, has intensified interest in custom-designed paper cups, allowing businesses to cater to diverse consumer preferences. Technological advancements in paper cup manufacturing, including enhanced design and printing capabilities, have further supported this trend. The availability of high-quality raw materials such as paper and food-grade coatings are essential for producing reliable and aesthetically pleasing products. Furthermore, the growth of organized waste management and recycling facilities, particularly in urban and semi-urban areas, is addressing the increased consumer demand for sustainable, convenient, and hygienic disposable solutions. This ecosystem fosters environmental sustainability and contributes to job creation, supporting local economies and promoting a circular economy where recycled materials are reintegrated into the production process.

### Company Overview:

Aaradhya Disposal Industries Limited, established in 2014 in Gwalior, Madhya Pradesh, is a leading manufacturer and trader of high-quality paper products. The Company specializes in producing eco-friendly items such as paper cups, paper cup blanks (PE, PLA, and barrier coated), and a wide range of food-grade papers, including greaseproof paper, vegetable parchment paper, and TDL poster paper. Over the past decade, Aaradhya Disposal Industries has built a strong reputation for delivering premium products to both domestic and international markets, earning its place as a prominent name in the paper products industry.

The company utilizes top-grade raw materials sourced from industry leaders such as ITC, Century, Nippon, and West Coast. Its product portfolio also includes poly-coated paper rolls, embossed ripple wallpaper fans, and multi-

<sup>5</sup> Dun & Bradstreet research based on Insighted from Syndicated Research Report available in public domain

color paper fans. Backed by a skilled team of quality, the company continues to expand its global reach and deliver eco-friendly paper solutions tailored to the needs of its customers.

### Financial Performance Analysis<sup>7</sup>

Key Indicators (INR in Lakhs)	FY 2025	FY 2024	FY 2023
Revenue from operations	11,369.15	7,393.48	8,414.63
Total Income	11,595.63	7,591.26	8,651.05
EBITDA	1,784.20	727.55	340.70
EBITDA Margin	15.69%	9.84%	4.05%
PAT	1,027.39	398.59	214.48
PAT Margin	9.04%	5.39%	2.55%
Operating cash flow	547.86	250.71	115.50
Net worth	2,946.59	1,668.10	1,269.52
Net Debt	3,958.49	4,478.38	3,973.48
Debt Equity Ratio	1.35	2.71	3.13
ROCE (%)	25.15%	12.57%	8.24%
ROE (%)	44.53%	27.14%	18.45%

Aaradhya Disposable has demonstrated significant financial improvements from FY 2023 to FY 2025. Revenue from operations peaked at INR 11,369.15 lakhs in FY 2025. The EBITDA increased consistently, reaching INR 1,784.20 lakhs in FY 2025, with the EBITDA margin improving to 15.69%. Similarly, Profit After Tax witnessed remarkable growth, rising from INR 214.48 lakhs in FY 2023 to INR 1,027.39 lakhs in FY 2025, with the PAT margin reaching 9.04%. The company has achieved ROCE significantly improving to 25.15% in FY 2025. Net worth expanded from INR 1,269.52 lakhs in FY 2023 to INR 2,946.59 lakhs in FY 2025, while the debt-equity ratio reduced from 2.71 in FY 2024 to 1.35 in FY 2025, reflecting better debt management. Return on equity surged to an impressive 44.53%, showcasing enhanced profitability and shareholder returns. Overall, the company displayed robust growth and financial stability.

### Operational Performance Analysis<sup>7</sup>

Key Indicators	FY 2025	FY 2024	FY 2023
Installed Production Capacity (MT)	15,000	12,000	9,000
Capacity Utilization (MT)	12,626.35	9,621.55	7,946.79
Capacity Utilization (%)	84.17%	80.18%	88.30%
Domestic Sales Contribution in Revenue from Operations	88.09%	89.16%	75.85%
Export Contribution in Revenue from Operations	11.91%	10.80%	24.10%

<sup>6</sup> Financial Indicators are received from the Company

<sup>7</sup> Financial Indicators are received from the Company

## OUR BUSINESS

Some of the information in this chapter, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled “Forward-Looking Statements” beginning on page 17 for a discussion of the risks and uncertainties related to those statements and also the chapters titled “Risk Factors”, “Our Industry”, “Summary of Restated Standalone Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 27, 112, 58 and 218 respectively, as well as financial and other information contained in this Red Herring Prospectus as a whole, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, and references to a particular fiscal year are to the twelve months ended March 31 of that year.

Unless the context otherwise requires, references in this chapter to “our Company”, “we”, “us”, or “our” are to Aaradhya Disposal Industries Limited.

Unless otherwise indicated or the context requires otherwise, the financial information for the Fiscal 2025, Fiscal 2024 and Fiscal 2023 included herein have been derived from our restated balance sheets as at March 31, 2025, March 31, 2024, and March 31, 2023 and our restated statements of profit and loss, cash flows and changes in equity for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 of the Company, together with the statement of significant accounting policies, and other explanatory information thereon.

## INTRODUCTION

Our Company was originally incorporated as ‘Aaradhya Disposal Industries Private Limited’ as a private limited company under the Companies Act, 1956 on January 16, 2014 pursuant to a Certificate of Incorporation bearing CIN: U21098MP2014PTC032173 issued by the Registrar of Companies, Gwalior. Thereafter, our Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on September 05, 2024 consequent to which the name of our Company changed from ‘Aaradhya Disposal Industries Private Limited’ to ‘Aaradhya Disposal Industries Limited’ and a fresh Certificate of Incorporation bearing no. U21098MP2014PLC032173 was issued by the Registrar of Companies, Gwalior (“RoC”) on October 28, 2024.

For further details on the change in the name and the registered office of our Company, please refer to the chapter titled “Our History and Certain Other Corporate Matters” beginning on page 173.

## BUSINESS OVERVIEW

Our Company specializes in the manufacturing of paper products that cater to a wide range of industries, both domestically and internationally. With over a decade of expertise, we offer an extensive range of paper-based solutions that are engineered for performance, sustainability, and versatility which mainly includes:

- Paper cup blanks
  - ✓ PE coated
  - ✓ PLA coated and
  - ✓ Barrier coated;
- Food Grade Papers including:
  - ✓ Greaseproof Paper,
  - ✓ Greaseproof 4K Paper,
  - ✓ Greaseproof Slip Easy Paper,
  - ✓ Wet Strength Greaseproof,
  - ✓ OGR (Oil and Grease Resistant) Paper,
  - ✓ Vegetable Parchment Paper and
  - ✓ TDL (Titanium Di-oxide) Poster Paper.

We offer customized solutions tailored to the unique needs of our customers, ensuring that they receive products that meet their specific requirements. Whether for retail packaging, foodservice use, or commercial printing, our products are trusted for their quality, performance, and sustainability. Further, a detailed description of our products and product-wise revenue bifurcation, please refer to the page 149.

## INFRASTRUCTURE

Manufacturing Unit of our Company with an installation capacity of 15,000 metric tonnes per annum spread over an area of 52,151 square feet is situated at Dewas, near Indore, Madhya Pradesh. It is outfitted with the latest and advanced machinery that helps us in meeting the bulk requirements of our clients. Please refer page 141 for a brief description about the plant and machinery of our Company.

## PLACE OF BUSINESS OF OUR COMPANY

Purpose	Area (In Sq. Ft.)	Address
Registered Office & Manufacturing Plant-1	33,745	<b>Aaradhya Disposal Industries Limited</b> Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.
Manufacturing Plant-2	18,406	<b>Aaradhya Disposal Industries Limited</b> Plot E-2, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.



*Registered Office and Manufacturing Facility of our Company.*

## Financial KPIs of our Company

(Rs. in Lakhs)

Key Financial Performance	2025	2024	2023
Revenue from operations <sup>(1)</sup>	11,369.15	7,393.48	8,414.63
Total Income <sup>(2)</sup>	11,595.63	7,591.26	8,651.05
EBITDA <sup>(3)</sup>	1,784.20	727.55	340.70
EBITDA Margin <sup>(4)</sup>	15.69%	9.84%	4.05%
PAT	1,027.39	398.59	214.49
PAT Margin <sup>(5)</sup>	9.04%	5.39%	2.55%
Net operating cash flow	547.86	250.71	115.50
Net worth <sup>(6)</sup>	2,946.59	1,668.10	1,269.52
Net Debt <sup>(7)</sup>	3,958.49	4,478.38	3,973.47
Debt Equity Ratio <sup>(8)</sup>	1.35	2.71	3.13
ROCE (%) <sup>(9)</sup>	25.15%	12.57%	8.24%
ROE (%) <sup>(10)</sup>	44.53%	27.14%	18.45%

The above mentioned KPIs are approved by the members of Audit Committee in their meeting held on July 14, 2025 and certified by the Chartered Accountant, M/s S R A M & Co. pursuant to their certificate dated July 15, 2025 bearing UDIN: 25076979BMHUCI2485.

- <sup>1)</sup> Revenue from operation means revenue from sales and other operating revenues.
- <sup>2)</sup> Total Income represents the total turnover of our business i.e., Revenue from Operations and Other Income, if any.
- <sup>3)</sup> EBITDA means Profit before depreciation, interest cost, tax and amortization after deducting Other Income.
- <sup>4)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations.
- <sup>5)</sup> 'PAT Margin' is calculated as PAT for the year divided by revenue from operations.
- <sup>6)</sup> Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve arising on consolidation, capital redemption reserve, write-back of depreciation and amalgamation.
- <sup>7)</sup> Net debt = Long-Term Borrowing + Short-Term Borrowing – Cash and Cash Equivalent.
- <sup>8)</sup> Debt equity ratio means ratio of total debt (long term plus short-term including current maturity of long-term debt) and Equity Share capital plus other equity.
- <sup>9)</sup> Return on Capital Employed is ratio of EBIT and Capital Employed. Capital Employed is calculated as Total Shareholder's Equity + Non-Current Borrowing + Short-Term Borrowing + Deferred Tax Liability – Deferred Tax Assets.
- <sup>10)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity.

## Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total income	Total income is used by the management to track revenue from operations and other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business.
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business.
PAT	Profit after tax provides information regarding the overall profitability of the business.



<i>PAT Margin (%)</i>	<i>PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.</i>
<i>Operating Cash Flows</i>	<i>Operating cash flows activities provides how efficiently our company generates cash through its core business activities.</i>
<i>Net Worth</i>	<i>Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.</i>
<i>Net Debt</i>	<i>Net debt helps the management to determine whether a company is overleveraged or has too much debt given its liquid assets</i>
<i>Debt-equity ratio (times)</i>	<i>The debt-to-equity ratio compares an organization's liabilities to its shareholder's equity and is used to gauge how much debt or leverage the organization is using.</i>
<i>ROE (%)</i>	<i>ROE provides how efficiently our Company generates profits from shareholders' funds.</i>
<i>ROCE (%)</i>	<i>ROCE provides how efficiently our Company generates earnings from the capital employed in the business.</i>

Further, for detailed explanation on our Financial Statements, kindly refer to the chapters titled 'Restated Standalone Financial Statements' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on page 207 and 218 respectively.

## OUR MACHINERIES

<b>Name of Machineries</b>	<b>No.(s)</b>	<b>Specification</b>	<b>Production Capacity (Yearly Basis in MT)</b>	<b>Purpose/ Function</b>
PE Coating Machine	01	Film Laminating machine	3000	Paper Roll PE Coating for made by Paper Cups.
PLA Coating Machine	01	PLA Laminating Machine	6000	Paper Roll PE & PLA Coating for made by Paper Cups.
Barrier Coating Machine	01	Barrier Coating Machine Specialization of 30 Gsm to 340 GSM Paper Coated on this M/c	3600	Barrier Coating Machine Use of Paper Roll Barrier Coating, & Use of Paper Cup Blank and Food time use of paper and other printing related Paper GSM wise.
Printing Machines	02	4 Colour Printing M/c	4500	Printing Machine USE for PE, PLA & Barrier Coating, Coated Roll-on Printing Machine.
Paper Roll Cutting Machine	02	Paper Roll Cutting (Width 1200) Paper Roll Die Cutting with Double Side Paper Remover	6000	Roll Die Cutting Machine use of Bottom Cutting and Paper Roll cutting as per our size wise.
Punching Machine	07	Printed Roll Punching Machine use of Printed Roll Blank Cutting.	6000	Printed Roll Cutting for Blank Shape.
7 Colour UV Machine	01	Seven Colour Roll Printing M/c	6000	Printing Machine USE for PE, PLA & Barrier Coating, Coated Roll-on Printing Machine.
Corrugation Machine	01	Corrugated Paper Blank Reel Machine.	6000	Paper Ripple for Corrugation M/c







Boiler with Corrugation Machine	01	Corrugated Paper S-Type, Round Side (Parallel)	3000	Corrugated Paper production with various size for Paper cups.
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*Note: All the machineries mentioned herein above are first hand purchased and are owned by our Company.*



**Barrier Coating Machine**

Roll Slit & Bottom Machine	P E Coating Machine
 	 

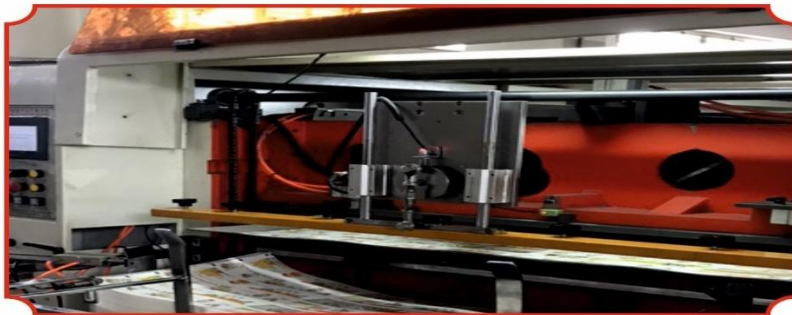
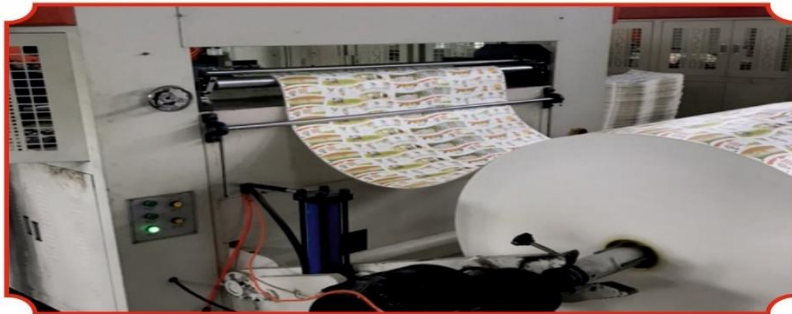
**7 colour + UV Machine**



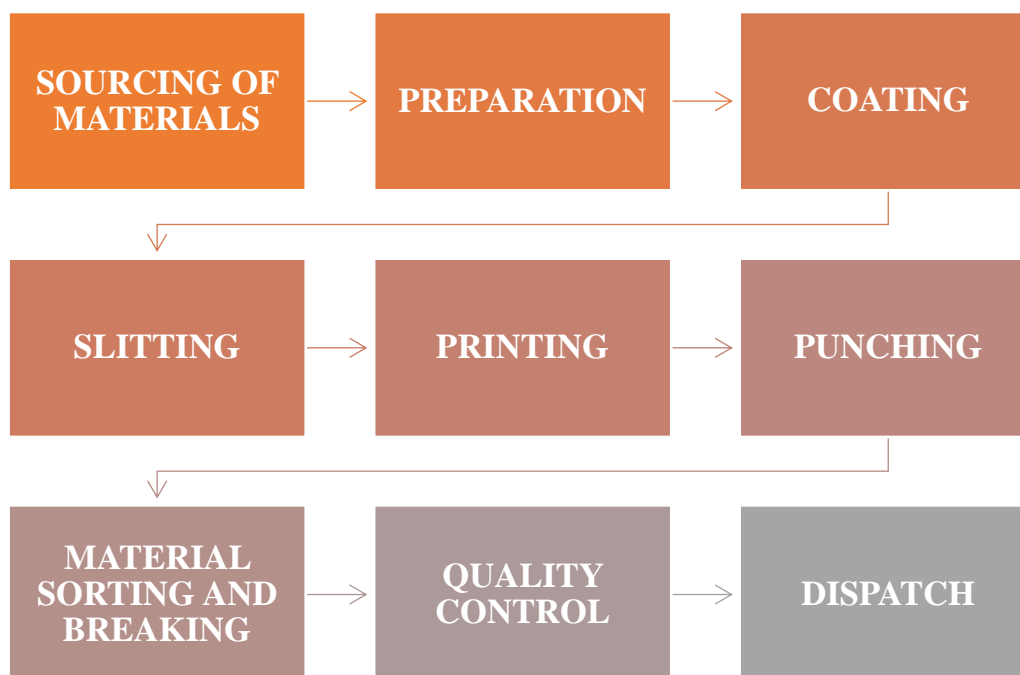
**Corrugation Machine**



**Punching Machine**



## MANUFACTURING PROCESS



When it comes to producing quality paper products, it is crucial to ensure effectivity and efficiency at each step. The production process of our products has been elaborated hereunder:

### 1. Sourcing of Materials

We source quality materials from trusted authorised dealer of suppliers. These materials primarily includes paper cub board, craft papers, granules for PE, PLA and Barrier coatings, ink and food grade chemicals ensuring our products meet environmental standards.

### 2. Preparation

At this particular stage after sourcing the materials, manufacturing process is put into motion. After sourcing, materials undergo essential checks like GSM, size, and quality to ensure they meet our production standards, preparing them for the next stages of manufacturing.

### 3. Coating

In this stage, a **coating machine** applies precise heat and pressure, transforming the paper stock into paper cups or packaging products, ensuring durability and functionality.

### 4. Slitting

A **slitter machine** cuts large rolls of raw material into narrower sizes, optimizing the material for further processing. It begins by taking a large roll of raw material known as a master roll and running it through the slitter.

### 5. Printing

In the printing stage, flexographic printing technology is used to transfer quality ink onto the substrate (paper).

- **Ink Chamber and Doctor Blade System:** Ink is pumped into the chamber, where the doctor blade system controls the ink distribution. The anilox roller collects ink in its engraved cells and transfers it to the printing plates mounted on the plate cylinder.

- **Plate and Impression Cylinders:** The printing plates, once inked, press the image onto the substrate via the impression cylinder, which supports the paper during printing.
- **Inking System:** The system maintains a constant ink supply with an ink tank, pump, and return lines, ensuring optimal viscosity and smooth operation.

This process ensures precise printing with color fidelity and durability, essential for product branding and customer appeal.

## 6. **Punching**

A **punch press** creates specific hole patterns and shapes from the printed material, defining the required size and removing excess material efficiently.

## 7. **Material Sorting and Breaking**

This stage involves the breaking & shorting of paper product, such as ML size wise, colour wise (single colour, double colour & multi-colour) & remove wastage.

## 8. **Quality Control**

Our rigorous quality control system ensures that each product adheres to strict standards. From raw materials to the finished product, we follow standard operating procedures to maintain consistent quality and customer satisfaction.

## 9. **Dispatch**

Once the products are quality-checked, they are packaged and dispatched according to scheduled plans. We ensure timely and efficient distribution, adhering to customer requirements.

## **Utilities & Infrastructure Facilities**

### ***Water***

The water requirement for each of our projects is met through sources located in the nearby local area and is generally arranged by government authorities or related bodies i.e. Dewas Water Projects Works Pvt. Ltd.

### ***Power***

Our Manufacturing facility and registered office have adequate power supply position from the public supply utilities. For the Manufacturing facilities, we have connected load of Annual GMC: 1200 per KVA from M.P. Paschim Kshetra Vidyut Vitaran Co. Ltd. for our Unit established in Dewas, Madhya Pradesh.

### ***Health, Safety and Environment***

We have obtained necessary consent & approvals from the Pollution Control Board for operating our Manufacturing facilities, under the Water Act, Air Act and authorization under Hazardous Management Rules. For further details, please refer to the chapter titled “Government and Other Statutory Approvals” beginning on page 247.

Further, we have installed the fire resistance equipments and additional water tanks for the safety of our manufacturing unit and human capital.

We have adopted safety procedures at our Manufacturing facility, particularly in relation to the production, handling, storage and transportation of materials. In addition, our staff are trained for safety at work and manuals for various activities. This includes knowledge about storage, handling and disposal of materials, which they handle. We have provided necessary personal protection equipment for the safety of our workers.



## Raw Materials and Sourcing

Our Raw Materials mainly includes:

- Paper Cup Board
- Craft Paper
- Granules for PE and PLA coating
- Ink
- Food Grade Chemicals – OGR, OTR and MTR

We source our raw material from domestically as well as from other countries whilst choosing the supplier on the basis of good quality material at best prices. Among these suppliers, we also procure raw materials from our group entities, as detailed below:

(Rs. in Lakhs)

Name of Group Entity	For the Financial Year ended on					
	March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	% of Total Purchases	Amount	% of Total Purchases	Amount	% of Total Purchases
Food Pack Industries Pvt. Ltd.	5,111.95	51.78	2,150.36	35.46	2,036.82	26.51
Maheshwari Disposal	982.19	9.95	924.44	15.24	488.46	6.36
Sri Kriscon Industries	31.88	0.32	89.84	1.48	67.74	0.88
Aaradhya Paper and Packaging Industries Pvt. Ltd.	22.20	0.22	-	-	-	-
<b>Total</b>	<b>6,148.22</b>	<b>62.28</b>	<b>3,164.64</b>	<b>52.19</b>	<b>2,593.03</b>	<b>33.75</b>

On the basis of certificate dated June 12, 2025 issued by M/s. S R A M & Co., Statutory Auditors vide UDIN number: 25076979BMHUCW8976, all the above transactions have been executed on arm's length basis.

There are only a few paper manufacturing companies in India, and for the specific grade of paper we use, the options are even more limited. Additionally, these paper companies sell through distributors, each with a fixed quantity quota. Since, we have expanded over the past two years, our paper requirements have increased. As a result, we have started utilizing our group companies to procure paper from other manufacturers.



Further, there are no conflict of interest between the suppliers of raw materials and third-party service providers and the Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Group Entities & its directors except as disclosed.

## OUR PRODUCTS

Detailed Description about the Products of our Company are as follows:

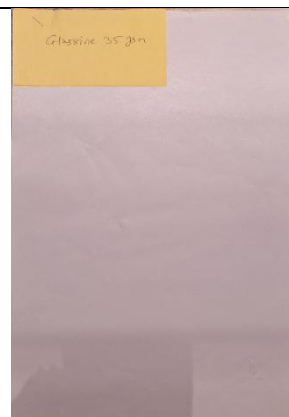
<b>1. Paper Cup Blanks</b>	
<p><b><u>PE Coated</u></b></p> <p>Featuring a food-grade polyethylene coating, our PE-coated paper cup blanks offer resistance to moisture and grease, making them ideal for hot and cold beverages. These cups are widely used in cafes, restaurants, and quick-service outlets.</p>	
<p><b><u>PLA Coated</u></b></p> <p>Our PLA-coated paper cup blanks are an eco-friendly alternative to traditional PE coatings, providing a compostable solution that maintains the durability and leak-resistance needed for food and beverage applications. These cups are perfect for businesses aiming to reduce their environmental impact.</p>	
<p><b><u>Barrier Coated</u></b></p> <p>These paper cup blanks are coated with a special barrier layer to enhance their resistance to both moisture and grease, ensuring longer-lasting performance. Barrier coatings offer an improved level of protection for both hot and cold drinks, reducing the risk of leaks and ensuring the cups retain their structure.</p>	
<b>2. Food Grade Papers</b>	
<p><b><u>Greaseproof Paper</u></b></p> <p>Greaseproof paper has excellent grease and oil resistance. It prevents the penetration of oils and fats, helping to preserve the original flavour and texture of the food. The paper's unique composition ensures that the food's taste remains intact while also maintaining its appearance. With adequate breathability, it allows food to retain its freshness without becoming soggy, making it ideal for wrapping and packaging greasy items. This paper can withstand various environments, from hot oven to deep freezers and varying humidity levels.</p> <p>It is available in white &amp; other different colours in 40-60 gsm.</p> <p><b>Application:</b> Packaging of burger, sandwiches, french fries, snacks and other oily food products.</p>	

### **Greaseproof Slip Easy Paper**

Featuring a unique anti-slip surface, our slip-easy paper is perfect for use in applications where products need to be kept intact or stacked, such as bakery items or packaged snacks. The added anti-slip feature ensures that food products stay neatly packaged without slipping or shifting during handling.

It is available in white & other different colours in 40-60 gsm.

**Application:** Packaging of Cup Cakes, Muffins, Pastries and sweets.



### **Wet Strength Greaseproof**

Combining the benefits of grease resistance with wet strength, this paper is designed for packaging items exposed to moisture, such as deli meats, salads, and sauces. It offers a considerable degree of durability, even in wet or humid environments, ensuring your food products remain secure and hygienic.

It is available in 45 gsm.

**Application:** Wrapping of meat, fish, cottage cheese and packaging of frozen food products.

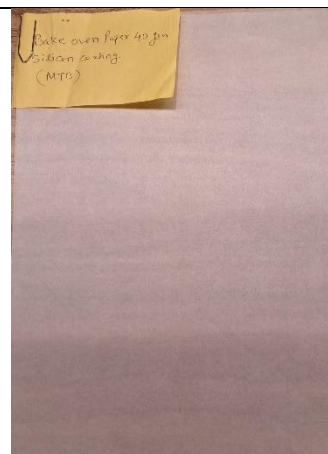


### **Bake Oven Paper**

Bake oven paper is specially used as a tray liner for flat baking applications. This paper supports multiple baking upto 4 times at 230 deg. C and has optimised density, stability & heat resistance properties. It is suitable for conventional baking & microwave applications.

Available in a range of colors, including classic white, it comes in 40-60 gsm.

**Application:** Tray liner for baking of Cakes, Cookies, Pizza, Breads etc.



### **Vegetable Parchment Paper**



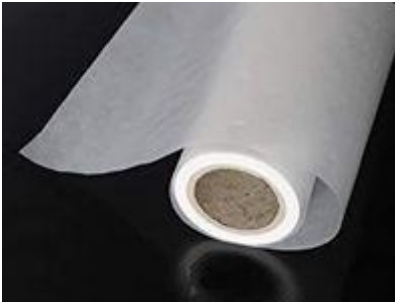
This paper offers exceptional grease resistance and oil hold-out properties, making it an ideal choice for food packaging and baking applications. The manufacturing process eliminates the traditional acid parchementizing method, which is harmful to the environment, ensuring a more sustainable and eco-friendly production.

Available in a range of colors, including classic white, it comes in 45-60 gsm.

**Application:** Mainly used for Butter, Margarine & cheese packaging.





<p><b><u>TDL Poster Paper</u></b></p> <p>This poster paper loaded with TiO<sub>2</sub> makes it a preferred choice wrapping of a Burgers, Pizzas, &amp; other fast-food products. The paper has smooth printability &amp; opacity after wax coating.</p> <p>It is available in 26-40 gsm.</p> <p>Application: Mainly used in wrapping burgers, pizzas and other fast-food items.</p>	
<p><b><u>Greaseproof 4K Paper</u></b></p> <p>This paper has good strength, abrasion resistance and good oil resistance properties.</p> <p>It is available in white and 14 other shades in 40-54 gsm.</p> <p>Application: It is used for Filament winding of cones in textile industry.</p>	
<p><b><u>Glassine Paper</u></b></p> <p>We supply both uncoated and PE coated glassine/ OLB Papers for food and pharma industry. These are Glossy Papers with good printability.</p>	

## PRODUCT-WISE REVENUE BREAKUP

For the financial year ended on March 31, 2025: -

Product	Category of Product	Quantity (in KG)	Amount (Rs. in Lakhs)	% of Revenue from Operations
<b>Sale of Finished Goods</b>				
Paper Sheet /Board/ Reel (Uncoated)	Food Grade Paper	52,71,021	4,519.20	39.75
Paper Reel /Bobbin / Sheet (Coated)	Food Grade Paper	34,67,171	3,004.87	26.43
Paper Cup Blank	Paper Cup Blanks	18,57,433	1,658.78	14.59
Paper Cup Blank/Roll Barrier Coated (Export)	Paper Cup Blanks	5,13,321	805.34	7.08
Paper Reel/Sheet/Plate/Roll Coated (Export)	Food Grade Paper	5,53,822	475.31	4.18
OGR Paper	Food Grade Paper	2,35,029	427.75	3.76
Paper MTR /OTR	Food Grade Paper	1,35,158	285.18	2.51
Paper Cup Bottom Barrier Coated (Export)	Paper Cup Bottom	87,602	102.91	0.91
Paper Roll Kraft		59,480	20.76	0.18
Other Material (Export)		6,250.00	1.52	0.01
Paper Cup / Straw / Lead		-	1.48	0.01

<b>Other Receipts</b>				
Job Work Receipt		-	12.64	0.11
<b>Sale of Scrap &amp; Others</b>				
Paper Katran		2,67,207	46.32	0.41
Other Scrap		-	7.06	0.06
<b>Total</b>		<b>1,24,53,494</b>	<b>11,369.15</b>	<b>100.00</b>

For the financial year ended on March 31, 2024: -

Product	Category of Product	Quantity (in KG)	Amount (Rs. in Lakhs)	% of Revenue from Operations
<b>Sale of Finished Goods</b>				
Paper Cup/ Straw/ Lead		65,453	81.79	1.11
Paper Cup Blank	Paper Cup Blank	5,38,881	467.56	6.32
Paper Reel /Bobbin / Sheet (Coated)	Food Grade Paper	23,74,071	1,607.08	21.74
Paper Sheet / Paper Reel (Uncoated)	Food Grade Paper	51,69,132	4,312.75	58.33
Paper Cup (Export)	Food Grade Paper	-	0.00	0.00
Paper Cup Blank (Export)	Paper Cup Blank	4,62,680	466.94	6.32
Paper Cup Bottom (Export)	Paper Cup Bottom	74,874	68.19	0.92
Paper Reel/Sheet Coated (Export)	Food Grade Paper	2,60,568	252.62	3.42
Corrugated Boxes		11,977	7.03	0.09
Other Material Export		-	6.84	0.09
<b>Other Receipt</b>				
Job Work Receipt		-	39.73	0.54
<b>Sale of Scrap &amp; Others</b>				
Paper Kataran Scrap		2,61,305	48.25	0.65
Other Scrap		-	34.70	0.47
<b>Total</b>		<b>92,18,941</b>	<b>7,393.48</b>	<b>100.00</b>

For the financial year ended on March 31, 2023: -

Product	Category of Product	Quantity (in KG)	Amount (Rs. in Lakhs)	% of Revenue from Operations
<b>Sale of Finished Goods</b>				
Paper Cup/ Straw/ Lead		88,334	100.36	1.19
Paper Cup Blank	Paper Cup Blank	13,05,579	1,240.38	14.74
Paper Reel /Bobbin / Sheet (Coated)	Food Grade Paper	8,07,903	1,045.05	12.42
Paper Sheet / Paper Reel (Uncoated)	Food Grade Paper	37,07,137	3,697.41	43.94
Paper Cup (Export)		19,414	62.82	0.75
Paper Cup Blank (Export)	Paper Cup Blank	8,27,460	1,012.76	12.04
Paper Cup Bottom (Export)	Paper Cup Bottom	2,47,126	271.84	3.23
Paper Reel/Sheet Coated (Export)	Food Grade Paper	6,01,438	667.50	7.93
Corrugated Boxes	Corrugated Boxes	19,471	11.71	0.14
Other Material		-	5.25	0.06
<b>Other Receipts</b>				
Job Work Receipt		-	35.20	0.42
<b>Sale of Scrap &amp; Others</b>				
Paper Kataran Scrap		6,14,536	181.36	2.16

Other Scrap		-	15.09	0.18
<b>*Incentives</b>				
Sales of MEIS		-	1.32	0.02
Sales Rodtep		-	38.26	0.45
Export Incentive Claim		-	28.31	0.34
<b>Total</b>		<b>82,38,398</b>	<b>8,414.62</b>	<b>100.00</b>

*\* These revenues are derived from export incentive programs, which include the Merchandise Exports from India Scheme (MEIS), Remission of Duties and Taxes on Exported Products (RoDTEP), and Export Incentive Claims.*

The details of these schemes are as follows:

#### ***Merchandise Exports from India Scheme (MEIS):***

The MEIS program was introduced to promote the export of specified goods to global markets. Under this scheme, the Company earns a percentage of the Free on Board (FOB) value of exports as an incentive. This contributes significantly to our revenue, allowing us to price our products competitively in the international market and enhance profitability.

#### ***Remission of Duties and Taxes on Exported Products (RoDTEP):***

The RoDTEP scheme aims to reimburse exporters for embedded taxes and duties that are not refunded under other mechanisms, such as electricity duty, VAT on fuel used in transportation, and others. The incentives under RoDTEP provide crucial support to our export operations by offsetting these costs, thereby improving our financial performance and enabling sustainable export growth.

#### ***Export Incentive Claims:***

In addition to MEIS and RoDTEP, the company benefits from various export incentives provided by government authorities, including duty drawbacks and exemptions under specific export promotion schemes. These claims further enhance the revenue base and contribute to the company's efforts in expanding its global market presence.

*Note: The Company has discontinued the manufacturing of Paper Cups and Paper Cup Straw/ Lead from the F.Y 2023-24. However, the sale of these products continues solely to clear existing unsold inventory.*

### **OUR COMPETITIVE STRENGTHS**

Our Company possesses several competitive advantages that differentiate us from our peers and position us for long-term success in the Paper Industry:

- **Advanced Technology Machineries:** We have made significant investments in our machineries, primarily procured from leading countries such as China and Germany, to ensure the quality and efficiency. What sets our machinery apart is that it is customized based on our own research and development efforts.

Our machinery enables a distinctive manufacturing process that allows us to apply coatings at an optimized temperature of 200°C to 300°C, resulting in a perfect fusion between the paper and coating. The key advantage of this process is that the coating bonds seamlessly with the paper, making it difficult to detect or separate the two. This innovation ensures the quality and durability of our products, setting us apart in a market where quality and performance are crucial.

Our in-house Research and Development (R&D) team headed by Mr. Sunil Maheshwari, Promoter & Managing Director of our Company plays a critical role in driving innovation and ensuring the continuous improvement of our products. By focusing on the development of new materials, coatings, and production techniques, we are able to offer customized solutions that meet the evolving needs of our customers.

Further, we can manufacture 30 GSM to 500 GSM biodegradable paper only on single machinery.

Further, for a detailed description about our plant and machinery please refer section titled as “Our Machineries” on page 141 and for risk associated with this kindly refer “Risk Factor - 11” in the chapter titled “Risk Factors” beginning on page 36.

- **Production Capabilities:** Our machinery also enables us to manufacture a wide range of paper products with grammage flexibility, from 30 GSM to 500 GSM, all on a single machine. This versatility is a major advantage, as it allows us to efficiently produce both lightweight and heavy-duty paper products without the need for multiple machines or production lines. This streamlined production process not only increases operational efficiency but also reduces costs, providing us with a competitive edge in terms of pricing and product availability.
- **Strategic Location of Manufacturing Units:** Our manufacturing units are strategically located in Dewas, Madhya Pradesh, which serves as a major road junction and is centrally positioned in India. This prime location provides us with easy access to raw materials and enables us to significantly reduce procurement costs. Additionally, being at the heart of the country allows us to take advantage of lower transportation costs and efficient logistics.

Madhya Pradesh is also a key soybean producer, ensuring a steady supply of essential raw materials for our paper products. The region’s well-connected railway and roadway infrastructure further helps in minimizing transportation expenses and avoiding product spillages during distribution. This not only lowers operational costs but also ensures timely delivery to high-demand markets across India.

Our strategic location offers significant economies of scale in both production and distribution, enabling us to serve both domestic and international markets efficiently. By optimizing logistics and supply chain processes, we are able to maintain a competitive edge in terms of cost-effectiveness and reliability.

- **In-house Designing Team:** Our Company possess an in-house designing team, which plays a crucial role in bringing creativity and innovation to our product offerings. The team is led by Ms. Saloni Maheshwari, a graphic designer and the daughter of our Managing Director, who is also a member of the promoter group. Ms. Maheshwari has completed a two-year graphic designing course from the Naba University in Milan, Italy, and brings international expertise and a fresh, creative perspective to our designs.

Additionally, we have embossing facilities, including UV (ultraviolet) embossing and foiling embossing. These embossing techniques enable us to create intricate patterns and designs on paper, giving our products a sophisticated finish that stands out in the marketplace.

- **Biodegradable and Environment Friendly Products:** We are committed to producing sustainable and eco-friendly products that not only meet the growing demand for environmentally responsible solutions but also prioritize consumer health. Our range of paper cup blanks are coated with PLA (Polylactic Acid) and Barrier coatings, both of which are fully biodegradable and environment friendly.
  - **PLA Coatings:** Made from natural materials such as maize, potato, and corn granules, PLA is a plant-based alternative to traditional plastic coatings. Unlike conventional disposable cups, our PLA-coated products are non-toxic and pose no harm to human health.
  - **Barrier Coatings:** Our Barrier coatings are made from food-grade natural chemicals, offering a safe and sustainable alternative to synthetic coatings. These coatings are designed to provide good resistance to moisture and grease while ensuring that the cups remain safe for food contact. Like PLA, they are also biodegradable, reducing the environmental impact typically associated with disposable packaging.

By utilizing these sustainable materials, we offer paper products that are free from harmful chemicals, ensuring that they are not only safer for consumers but also have a minimal ecological footprint. Our commitment to

biodegradable solutions aligns with global trends toward reducing single-use plastic waste and promoting a circular economy, helping to protect the environment while providing the products.

- **Wide range of Product Portfolio:** We offer a diverse and comprehensive product portfolio to meet the varied needs of our customers. Our offerings include paper cup blanks (PE-coated, PLA-coated, and Barrier-coated), food-grade papers (greaseproof, wet strength, vegetable parchment, and more), and customized paper solutions. This wide range ensures that we can cater to various industries, including foodservice, retail, and packaging, tailored products for every requirement.
- **Maximized Efficiency and Minimal Waste:** One of the key advantages of our advanced machinery is the exceptionally low wastage rate. This minimal wastage is a result of the well optimized production process, which allows us to maximize the use of each raw material input.

By achieving near-perfect utilization of our raw materials, we are able to significantly reduce production costs. This contributes to cost-effective pricing for our products and allows us to offer competitive rates while maintaining product quality.

- **Direct Sales to Customers:** We sell our products directly to customers, eliminating the need for intermediaries, dealers, or distributors. This direct-to-customer model allows us to reduce additional costs, offering more competitive pricing and ultimately increasing profit margins. By cutting out middlemen, we can build stronger relationships with customers, ensuring better service and faster response times.

**Our Top 10 Customers are as following:**

**For the financial year ended on March 31, 2025**

Name of Customers	Amount (Rs. in Lakhs)	% of Revenue from Operations
Customer-1	2,302.69	20.25
Customer-2	703.65	6.19
Customer-3	610.99	5.37
Customer-4	585.79	5.15
Customer-5	525.96	4.63
Customer-6	438.65	3.86
Customer-7	364.56	3.21
Customer-8	320.66	2.82
Customer-9	299.70	2.64
Customer-10	292.32	2.57
<b>Total</b>	<b>6,444.97</b>	<b>56.69</b>

**For the financial year ended on March 31, 2024**

Name of Customers	Amount (Rs. in Lakhs)	% of Revenue from Operations
Customer-1	1,081.87	14.63
Customer-2	769.36	10.41
Customer-3	497.06	6.72
Customer-4	461.59	6.24
Customer-5	369.94	5.00
Customer-6	216.59	2.93
Customer-7	199.31	2.70
Customer-8	182.23	2.46

Customer-9	161.25	2.18
Customer-10	140.06	1.89
<b>Total</b>	<b>4,079.27</b>	<b>55.17</b>

**For the financial year ended on March 31, 2023**

Name of Customers	Amount (Rs. in Lakhs)	% of Revenue from Operations
Customer-1	702.89	8.35
Customer-2	664.15	7.89
Customer-3	508.27	6.04
Customer-4	487.77	5.80
Customer-5	379.11	4.51
Customer-6	199.06	2.37
Customer-7	181.28	2.15
Customer-8	160.61	1.91
Customer-9	158.99	1.89
Customer-10	153.48	1.82
<b>Total</b>	<b>3,595.62</b>	<b>42.73</b>

- **Quality Assurance and Standards:** Our Quality Assurance (QA) process ensures that every product undergoes rigorous testing and inspection at each stage of production. We adhere to industry standards and certifications to guarantee consistency, reliability, and performance. By maintaining quality control measures, we ensure that our customers receive products that meet the standards of safety, durability, and environmental responsibility.

**We have following certificates for our Quality Assurance:**

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals / Certificate no.	Date of Issue	Date of Renewal	Date of Expiry
1.	ISO 9001: 2015	LMS Assessments Limited	IN240406010	April 06, 2024	June 12, 2025	April 05, 2027
2.	ISO 14001: 2015	LMS Assessments Limited	IN240406011	April 06, 2024	June 12, 2025	April 05, 2027
3.	ISO 45001: 2018	LMS Assessments Limited	IN240406012	April 06, 2024	June 12, 2025	April 05, 2027
4.	ISO 22000: 2018	LMS Assessments Limited	IN240406013	April 06, 2024	June 12, 2025	April 05, 2027
5.	ISO GMP	LMS Assessments Limited	IN240406014U	April 06, 2024	June 12, 2025	April 05, 2027

Further, each stage of our production undergoes meticulous inspections, from the initial raw material to the final dispatch. To ensure that every product meets our stringent quality standards, we have implemented a thorough and systematic quality check process as described as under:

#### **Stage-Wise Quality Checking Process**

Stage	Quality Check Parameters
<b>1. Inward - Paper Roll</b>	This is the initial stage where the incoming raw material (paper roll) is inspected.

	<ul style="list-style-type: none"> <li>- <b>Damage Check:</b> Ensure no physical damage (tears, creases, etc.)</li> <li>- <b>GSM Check:</b> Measure paper's weight per square meter to meet specifications.</li> <li>- <b>Weight Check:</b> Ensure the weight of the roll matches specifications.</li> <li>- <b>Shade Check:</b> Verify paper color consistency.</li> <li>- <b>Smoothness Check:</b> Ensure smooth surface quality suitable for coating.</li> </ul>
<b>2. Feed into Extruder Lamination Machine – Coating Process</b>	<p>Paper is passed through the coating process, where the surface is coated with a protective layer.</p> <ul style="list-style-type: none"> <li>- <b>PE GSM Check:</b> Ensure proper coating weight (GSM) of the polyethylene layer.</li> <li>- <b>PE Bonding Check:</b> Ensure the bonding strength of the coating to the paper surface.</li> <li>- <b>PE Delamination Check:</b> Ensure the coating is properly adhered to prevent peeling.</li> <li>- <b>Edge Trimming Check:</b> Check edges for any defects or excess coating.</li> </ul>
<b>3. Material Slitting – Slitting/Bottom Machine</b>	<p>Paper is cut into desired sizes.</p> <ul style="list-style-type: none"> <li>- <b>GSM Check:</b> Confirm that the paper thickness (GSM) is accurate after slitting.</li> <li>- <b>Paper Size Check:</b> Verify that the cut paper size is in line with the specifications.</li> </ul>
<b>4. Flexor Printing Machine – Printing Process</b>	<p>The paper undergoes printing, where designs, logos, and other details are printed on the surface.</p> <ul style="list-style-type: none"> <li>- <b>Color (CMYK/Special) Shed Check:</b> Ensure colors match specifications.</li> <li>- <b>Out Printing Check:</b> Ensure the print does not overlap the edge of the paper.</li> <li>- <b>Color GSM Check:</b> Check the weight of the printed ink to avoid over or under-inking.</li> <li>- <b>Color Depth Check:</b> Verify ink intensity and consistency.</li> <li>- <b>Color Fading or Peeling Check:</b> Ensure print durability by testing for fading or peeling.</li> </ul>
<b>5. Roll to Sheet Punching Machine – Punching Process</b>	<p>Paper is punched into its final shape, whether for cups, food packaging, or other applications.</p> <ul style="list-style-type: none"> <li>- <b>GSM Check:</b> Ensure the paper's GSM is correct after punching.</li> <li>- <b>Paper Printing Quality Check:</b> Ensure the printing on the paper is of good quality (no smudging or defects).</li> <li>- <b>Paper Blank Printing Size Check:</b> Verify that the printed blanks are cut to the correct size.</li> </ul>
<b>6. Material Sorting &amp; Breaking – Packing</b>	<p>After punching, the material is sorted, packed, and prepared for dispatch.</p> <ul style="list-style-type: none"> <li>- <b>Damage Check:</b> Inspect for any damage during packing.</li> <li>- <b>GSM &amp; Weight Check:</b> Ensure that the final product weight and GSM are consistent with standards.</li> </ul>



	<ul style="list-style-type: none"> <li>- <b>Shade &amp; Smoothness Check:</b> Ensure color consistency and smooth texture.</li> <li>- <b>PE GSM &amp; Bonding Check:</b> Confirm that the PE coating is intact.</li> <li>- <b>PE Delamination Check:</b> Inspect for any potential delamination of the coating.</li> <li>- <b>Edge Trimming Check:</b> Ensure all edges are neat and trimmed.</li> <li>- <b>Size Check:</b> Ensure the final size of the product is correct.</li> <li>- <b>Color (CMYK/Special) Shed Check:</b> Verify consistency in the color of the product.</li> <li>- <b>Paper Printing Quality Check:</b> Ensure no defects in printing.</li> <li>- <b>Color GSM Check:</b> Check the thickness of the color layer.</li> <li>- <b>Color Depth Check:</b> Verify ink depth for uniform printing.</li> <li>- <b>Printing Size Check:</b> Ensure the printed designs are correctly sized.</li> </ul>
<b>7. Dispatch</b>	<p>The final product is dispatched for delivery to customers.</p> <ul style="list-style-type: none"> <li>- <b>Vehicle Cleanliness Check:</b> Ensure that the transport vehicle is clean to avoid contamination.</li> <li>- <b>Material Bill-wise Check:</b> Verify that the material matches the bill of materials (BoM).</li> <li>- <b>Material Quality Check:</b> Perform a final check to ensure the material meets quality standards before dispatch.</li> </ul>

- **Long-time relation with the suppliers:** By purchasing raw materials in large quantities, we benefit from economies of scale, which allows us to negotiate better prices with suppliers and secure favourable payment terms. This reduces overall material costs, enhances supplier relationships, and ensures consistent raw material supply, enabling cost-effective production and better pricing for our customers.

**Details of our top 10 Suppliers are as under:**

**For the financial year ended on March 31, 2025: -**

<b>Name of Suppliers</b>	<b>Amount (Rs. in Lakhs)</b>	<b>% of Total Purchases</b>
Supplier-1	5,111.95	51.78
Supplier-2	1,213.38	12.29
Supplier-3	982.19	9.95
Supplier-4	865.21	8.76
Supplier-5	495.57	5.02
Supplier-6	410.24	4.16
Supplier-7	123.35	1.25
Supplier-8	104.66	1.06
Supplier-9	101.23	1.03
Supplier-10	70.98	0.72
<b>Total</b>	<b>9,478.76</b>	<b>96.02</b>

**For the financial year ended on March 31, 2024: -**

<b>Name of Suppliers</b>	<b>Amount (Rs. in Lakhs)</b>	<b>% of Total Purchases</b>
Supplier-1	2,150.36	35.46
Supplier-2	1,088.86	17.96
Supplier-3	952.83	15.71
Supplier-4	924.44	15.24
Supplier-5	374.78	6.18
Supplier-6	275.75	4.55
Supplier-7	89.84	1.48
Supplier-8	76.35	1.26
Supplier-9	66.59	1.10
Supplier-10	64.27	1.06
<b>Total</b>	<b>6,064.07</b>	<b>100.00</b>

**For the financial year ended on March 31, 2023: -**

<b>Name of Suppliers</b>	<b>Amount (Rs. in Lakhs)</b>	<b>% of Total Purchases</b>
Supplier-1	2,518.49	32.78
Supplier-2	2,036.82	26.51
Supplier-3	824.95	10.74
Supplier-4	757.68	9.86
Supplier-5	488.46	6.36
Supplier-6	446.14	5.81
Supplier-7	139.91	1.82
Supplier-8	99.45	1.29
Supplier-9	67.74	1.12
Supplier-10	54.04	0.70
<b>Total</b>	<b>7,433.66</b>	<b>96.98</b>

## **OUR BUSINESS STRATEGIES**

### **1. Sustainable Growth and Environmental Responsibility**

With increasing global demand for eco-friendly products, we prioritize sustainability in both our products and manufacturing processes. We are committed to reducing the environmental impact of our operations by using non-toxic coatings, minimizing waste, and ensuring energy-efficient production. Our PLA-coated, barrier coated and vegetable parchment papers cater to the growing demand for sustainable alternatives in the foodservice and packaging industries.

By aligning with global trends toward sustainability, we are able to tap into new markets and attract environmentally conscious customers, both domestically and internationally.

### **2. Expanding Market Presence**

Our business strategy includes expanding our market presence in both domestic and international markets. We continue to strengthen our relationships with existing clients while exploring new markets to drive growth. By leveraging our competitive advantages—such as our exclusive machinery, product innovation, and sustainability focus—we aim to capture a larger market share.

**Following are the detail related to revenue generated in different geographical locations:**

**For the financial year ended on March 31, 2025: -**

Name of State/ Country	Amount (Rs. in Lakhs)	% of Revenue from Operations
Madhya Pradesh	6,986.28	61.45
Gujrat	2,383.97	20.97
Maharashtra	155.89	1.37
Delhi	155.48	1.37
Punjab	155.09	1.36
Uttar Pradesh	80.93	0.71
Rajasthan	66.11	0.58
Himachal Pradesh	11.65	0.10
Bihar	10.97	0.10
Chhattisgarh	8.64	0.08
<b>Total</b>	<b>10,015.02</b>	<b>88.09</b>

**For the financial year ended on March 31, 2024: -**

Name of State/ Country	Amount (Rs. in Lakhs)	% of Revenue from Operations
Madhya Pradesh	5,196.55	70.29
Gujarat	568.75	7.69
Punjab	182.23	2.46
Uttar Pradesh	179.94	2.43
Chhattisgarh	154.62	2.09
Rajasthan	106.07	1.43
Himachal Pradesh	71.46	0.97
Maharashtra	29.12	0.39
Delhi	12.94	0.17
Bihar	2.21	0.03
<b>Total</b>	<b>6,503.89</b>	<b>87.95</b>

**For the financial year ended on March 31, 2023: -**

Name of State/ Country	Amount (Rs. in Lakhs)	% of Revenue from Operations
Madhya Pradesh	4,150.84	49.33
Gujarat	834.03	9.91
Punjab	383.34	4.56
Chhattisgarh	230.87	2.74
Rajasthan	162.28	1.93
Maharashtra	130.98	1.56
Delhi	117.98	1.40
Himachal Pradesh	76.56	0.91
Dadra and Nagar Haveli and Daman and Diu	5.74	0.07
West Bengal	2.98	0.04
Uttar Pradesh	0.85	0.01
Tamil Nadu	0.41	0.00
Bihar	0.36	0.00

<b>Total</b>	<b>6,097.22</b>	<b>72.46</b>
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### 3. Presence in International Market

We have successfully exported our finished goods around 10 countries across the globe, primarily in gulf countries. We plan to continue our strategy of diversifying and expanding our presence in these regions for the growth of our business. We are selective in expanding to new locations and look at new geographies where we can deliver quality products without experiencing significant delays and interruptions. Through further diversification of our operations geographically, we hope to hedge against risks of operations in only specific areas and protection from fluctuations resulting from business concentration in limited geographical areas.

**The country wise export for the last 3 financial years:**

**For the Fiscal 2025**

<b>Location</b>	<b>Amount (Rs. in Lakhs)</b>	<b>% of Total Exports</b>
United Arab Emirates	1,067.97	78.86
Karbala (Iraq)	286.15	21.14
<b>Total</b>	<b>1,354.12</b>	<b>100.00</b>

**For the Fiscal 2024**

<b>Location</b>	<b>Amount (Rs. in Lakhs)</b>	<b>% of Total Exports</b>
United Arab Emirates	585.49	73.04
Iraq	199.31	24.86
Lebanon	16.81	2.10
<b>Total</b>	<b>801.62</b>	<b>100.00</b>

**For the Fiscal 2023**

<b>Location</b>	<b>Amount (Rs. in Lakhs)</b>	<b>% of Total Exports</b>
Dubai	1,215.44	59.81
Algeria	62.33	3.07
Iraq	238.96	11.76
Jordan	32.52	1.60
London	14.12	0.69
Oman	168.53	8.29
Palestine	19.68	0.97
Qatar	280.28	13.79
<b>Total</b>	<b>2,031.87</b>	<b>100.00</b>

### 4. Expansion of Manufacturing Facility

As part of our strategic growth plan, one of the key objectives of our IPO proceeds is to expand our manufacturing facility and invest in advanced technology machinery, specifically for the production of barrier-coated paper products. This new machinery, sourced from leading manufacturers in China, and other advanced markets, will enable us to meet the increasing demand for good quality, eco-friendly, and sustainable packaging solutions.

Further, details of proposed machinery to be purchased are as follows:

<b>Name of Machineries</b>	<b>Function/ Purpose</b>
5 Bowl Calender Standard Machine	As Part of Barrier Coating Machine use of Paper Surface in after Coating

Coating Machine with Moisturizure	Extension of New Barrier Coating Machine Moisture System Control.
High Speed Paper Blanks & Cup Machine (along with assessories and moulds)	Paper Cup Blank Cutting Machine
JT-SLT-1400FA High Speed Servo Type Fully Automatic Thermal Paper Rolls Production Line	This Machine are Cutting Thermal Paper Rolls in Production line various Size for used of paper ATM Machine, Confectionery Packaging Paper, Food Container Paper, Soap Stiffener Paper, Vegetables Parchment Paper.
Sheet Cutting Machine	Paper Sheet Cutting Machine use of Paper Roll to Cutting Machine and sales to local Market.
Electric Accessories, Foundation, Civil Work etc	Above Machinery Installation related expenses.

## 5. Continue to improve operating efficiencies through technology enhancements

Our production process is completely automated with our Manufacturing facility, housing latest product-specific equipment and machineries that support us in manufacturing of our Products in accordance with our customer requirements. In line with our proposed expansion plans, we intend to further develop our technology systems in order to increase asset productivity, operating efficiencies and strengthening our competitive position.

## CAPACITY UTILISATION


The total installed capacity of our manufacturing unit and capacity utilisation are as follows:

Capacity Utilisation	For the financial year ended on		
	March 31, 2025	March 31, 2024	March 31, 2023
Installed Capacity (In MT)	15,000	12,000	9,000
Actual Production (In MT)	12,626.35	9,621.55	7,946.79
Utilization (in %)	84.17	80.18	88.30

As certified by N. K. Maheshwari, the Chartered Engineer, by way of their certificate dated June 10, 2025.

## INTELLECTUAL PROPERTY RIGHTS

Sr. No.	Trademark Certificate/ Application No.	Issuing Authority	Description of Goods and Services	Class	Status	Trademark
1.	6701265	Registrar of Trade Marks	Biodegradable paper pulp-based plates, bowls and cups and straws; disposable paper cooking containers; disposable cups and straws; disposable plates; disposable bowls; disposable chopsticks; disposable serving spoons; disposable aluminum foil containers; disposable paper cooking containers; disposable containers for household use; paper cups including barrier coated paper cup; plastic cups; drinking straws	21	Formalities Chk Pass	AARADHYA

2.	6701266	Registrar of Trade Marks	Biodegradable paper pulp-based plates, bowls and cups and straws; disposable paper cooking containers; disposable cups and straws; disposable plates; disposable bowls; disposable chopsticks; disposable serving spoons; disposable aluminum foil containers; disposable paper cooking containers; disposable containers for household use; paper cups including barrier coated paper cup; plastic cups; drinking straws	21	Formalities Chk Pass	
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### Immovable Properties:

Details of immovable properties are given herein below:

Sr. No.	Owner	Address	Owned/ Leased	Lease Rent (Annual) (in Rs.)	Date of Agreement	Purpose
1.	Governor of Madhya, acting through General Manager, District Trade and Industries Centre, Dewas.	Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.	Leased	Rs. 4,55,886	May 12, 2014 to May 11, 2044	Registered Office and Manufacturing Unit-1
2.	Governor of Madhya, acting through General Manager, District Trade and Industries Centre, Dewas.	Plot E-2, Industrial Area No.- 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.	Leased	Rs. 2,47,680	June 15, 2018 to June 14, 2048	Manufacturing Unit-2

Further, there are no conflict of interest between the lessor of the immovable properties mentioned hereinabove and the Company, Promoters, Promoter Group, Key Managerial Personnel, Directors and Group Entities & its directors.

## SWOT ANALYSIS FOR OUR COMPANY

The following SWOT Analysis provides a comprehensive overview of our Company's internal strengths, external opportunities, and the challenges it faces.



### Quality Management

We endeavour to ensure that we follow stringent quality standards at all stages of our project. Our aim is to reduce cost and cycle times through effective and efficient use of resources. We have a team of engineers and professionals responsible for ensuring quality standards. In executing the projects, we monitor and test all materials for conformity, track non-conformities and make rectifications to ensure client satisfaction.

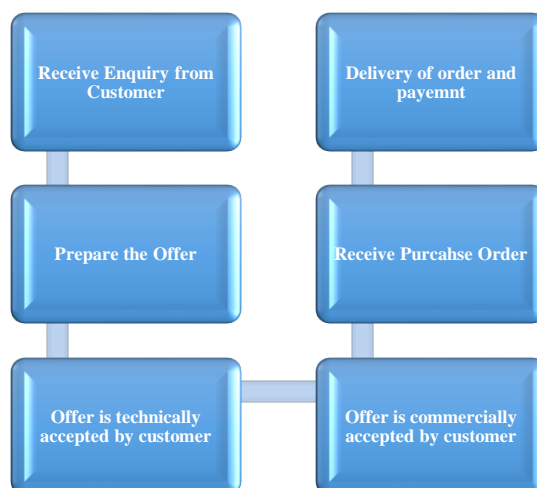
### Information Technology

Our IT systems are vital to our business operations. We have a customised IT system of enterprise resource planning for our Company, which assists us in various business functions including materials management, inventory management, procurement planning, quality management, plant maintenance, finance and controlling, environment health and safety, and human resources.

### Sales and Marketing

We have our in-house marketing and sales team working under the overall supervision of our Board of Directors and have a vast experience in deal origination and negotiation. The team follows a customer-centric approach and focuses on providing dedicated support for understanding customer requirements and manufacturing products. Our sales team engages with the potential clients & dealers for their requirements and typically follows the following process:





On receipt of the purchase order and prior to the delivery of order, the following indicative steps are taken by the production team:

Sr. No.	Details
1	Once the purchase order is received from the client/dealer, and if found technically and commercially compliant, a work order is prepared and sent to the planning department for further processing.
2	The planning department checks the availability of finished goods stock and allocates stock material to the relevant work order.
3	In case the finished goods stock is not available, the required raw material is checked from the raw material stock and issued to production department for production.
4	In case the raw material stock is also unavailable for a particular order, a raw material indent is created for requisition of raw material and subsequently the raw material is issued to the production department for production.
5	Production is completed by different processes like rolling, finishing, pickling etc.
6	Stringent quality control is followed during the production process by the quality control department by checking in process products at various manufacturing stages and conducting various testing.
7	Final inspection is done by the quality control department which comprises of various non-destructive and destructive tests which are generally conducted in the presence of client-nominated third-party inspection agencies.
8	After clearing quality control, final products are sent to dispatch department for packaging and further dispatched to various client delivery locations.

## Dispatch

We have an in-house dispatch department that works with our sales team to coordinate the delivery of our Products on both ex-work/free-on-road (“FOR”)/free-on-board (“FOB”)/cost, insurance and freight (“CIF”) basis. Further, we have sufficient storage facility at our Manufacturing facility for the purposes of holding inventories of raw material as well as finished products.

## Human Resources

We are having strong HR department, as on June 30, 2025 we had 33 permanent employees. We undertake selective and need-based recruitment every year to maintain the size of our workforce, which may otherwise decline as a result of attrition and retirement of employees. Each of our units has different manpower requirements. Based on the type of the production, the manpower is provided by our Human resource (HR) department. Most

of the other workers are supervised by the Factory manager except for certain staff which is monitored by separate department's viz. quality control department and safety department.

The following table illustrates the department wise numbers of our employees as on June 30, 2025:

Sr. No.	Name of Department	No. of Employees
1.	Manufacturing & Operations	23
2.	Marketing and Sales	04
3.	Research & Development	03
4.	Finance and Accounts	01
5.	Human Resources	01
6.	Secretarial	01
	<b>Total</b>	<b>33</b>

#### INSURANCE

Sr. No.	Insurance Company	Policy Number	Period of Insurance	Policy Name	Purpose	Sum Assured (Rs. in Lakhs)	Premium Paid (Rs. in Lakhs)
1.	Life Insurance Corporation of India	303004196	Yearly Renewable	Life Insurance Policy	Life cover benefits to employees	32.94	2.35
2.	The New India Assurance Co. Ltd.	4507111124960000013	07/01/2025 to 06/01/2026	New India Bharat Flexi Laghu Udyam Suraksha	Building including plinth, Basement and additional structures	600.00	12.03
					Furniture & Fixtures, Fittings and other equipment	100.00	
					Plant & Machinery	2,450.00	
					Other Contents	1,650.00	
3.	The New India Assurance Co. Ltd	-	17/02/2025 to 16/02/2026	Personal Accident Insurance (Individual)	Accident and health insurance	165.00*	0.05 <sup>#</sup>

Note: Total no. of employees insured are 33.

\*sum insured (per employee) – Rs. 5.00 lakhs

<sup>#</sup>premium paid (per employee) – Rs. 147/-

#### Losses vis-a-vis insurance cover for past three years:

(Amount in Lakhs)

Particulars	January 07, 2025 to January 06, 2026	January 01, 2024 to December 31, 2024	December 15, 2022 to December 14, 2023
Insurance Cover	4,800.00	4,800.00	3,170.00
Losses/ Claim	Nil	Nil	764.04

Further, there are no such instances in the past where claim exceeding liability insurance cover.

## KEY INDUSTRY REGULATIONS AND POLICIES

*The following is a summary of certain relevant laws and regulations applicable to the business and operations of our Company. Our Company's business is governed by various central and state legislations that regulate the substantive and procedural aspects of our Company's business. The information detailed in this chapter has been obtained from publications available in the public domain. The description of the applicable regulations as given below has been set out in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice.*

*Under the provisions of various Central Government and State Government statutes, our Company is required to obtain, and periodically renew certain licenses or registrations and to seek statutory permissions to conduct our business and operations. For details of such Government Approvals obtained by our Company in compliance with these regulations, please refer to the chapter titled "Government and Other Statutory Approvals" beginning on page 247.*

*The statements below are based on the current provisions of Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions.*

### INDUSTRY SPECIFIC REGULATIONS

#### **Bureau of Indian Standards Act, 2016 ("BIS Act")**

The BIS Act provides for the establishment of the Bureau of Indian Standards ("BIS") for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act for the functions of the BIS which includes, among others, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) undertake testing of samples for purposes other than for conformity assessment and (d) undertake activities related to legal metrology. The BIS Act empowers the Central Government in consultation with the BIS to order compulsory use of standard mark for any goods or process if it finds it expedient to do so in public interest. The BIS Act also provides the penalties in case there is a contravention of the provisions of the BIS Act. BIS Standards list provides for Specification for ice cream cups and lids and standards have been also established for methods of sampling and test for paper and allied products, methods of test for paper, board and pulp.

#### **The Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011 ("LM Rules")**

The Legal Metrology Act, 2009 Act which was brought in force in 2009 repealed and replaced the Standard of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Act was enacted for establishing and enforcing uniform standards of weights and measures in order to regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number. Under the Act, every manufacturer/ importer is required to obtain the prior approval of the model of a weight or a measure from the competent authority before manufacturing or importing products/ goods, etc. which are sold or distributed by weight, measure or number. The Act further empowers the Central Government to enact rules to carry out the provisions of the Act. In this regard, the LM Rules were framed which lays down specific provisions governing the packaging and labelling of commodities. These rules are applicable to packages intended for retail sale, wholesale packages and for export of packaged commodities and registration of manufacturers, packers and importers. Also, States may frame State specific rules under the Act to provide for the time limits for verification of weights and measures, maintenance of registers and records, stipulating the manner of notifying government authorities, fees for compounding of offences etc. Further, the Legal Metrology (Government Approved Test Centre) Rules, 2013 have laid down specifications regarding verification of weights and measures specified therein by Government approved test centres.

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

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time (MSMED Act) seeks to facilitate the development of micro, small and medium enterprises. The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. The MSMED Act ensures that the buyer of goods makes payment to the registered enterprise within the time limit prescribed by the MSMED Act. The MSMED Act provides that the agreed period cannot exceed forty-five days from the day of acceptance of goods. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council (“**Council**”). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

## **ENVIRONMENT LAWS AND REGULATIONS**

### **The Environment (Protection) Act, 1986 and the Environment (Protection) Rules, 1986**

The Environment (Protection) Act, 1986 provides a framework for the Central Government to coordinate activities of various state and central authorities established under previous environmental laws. The Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environment pollutants in excess of such standards as may be prescribed. The Act empowers the Central Government to make rules to prescribe standards/limits for matters *inter-alia* standards of quality of air, water or soil for various areas, maximum allowable limits of concentration of various environmental pollutants for different areas etc.

In exercise of powers conferred under the Environment (Protection) Act, the Central Government notified the Environment (Protection) Rules, 1986 to prescribe the standards for emission or discharge of environmental pollutants which an industry must comply with. Under the Environment Protection Rules, every person who carries on an industry, operation or process requiring consent under Water (Prevention and Control of Pollution) Act, 1974 or Air (Prevention and Control of Pollution) Act, 1981 or the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 shall submit to the concerned State Pollution Control Board a statement for that financial year in the prescribed form.

### **The Environmental Impact Assessment Notification, 2006 (“EIA Notification”)**

The EIA Notification issued under the Environment Act and the Environment Rules, as amended from time to time, mandates the prior approval of the Ministry of Environment, Forest and Climate Change, Government of India, or State Environment Impact Assessment Authority, as the case may be for the establishment of any new project, expansion or modernisation of existing projects, change of product mixes in existing manufacturing units. The EIA Notification prescribes a stage-wise approval process for obtaining environmental clearances for projects.

### **The Water (Prevention and Control of Pollution) Act, 1974 (“Water Act”)**

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board (“**CPCB**”) and the State Pollution Control Board (“**SPCB**”). Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with.

### **The Air (Prevention and Control of Pollution) Act, 1981 (“Air Act”)**

The Air Act aims at the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant SPCB before establishing or operating such industrial plant. No person operating any

industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board.

### **The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”)**

The Hazardous Waste Rules were notified by the Government of India in exercise of the powers conferred under Sections 6, 8 and 25 of the Environment Protection Act, 1986 and by superseding the erstwhile Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008. The Hazardous Waste Rules were notified to ensure the safe handling, generation, processing, treatment, package, storage, transportation, use reprocessing, collection, conversion, and offering for sale, destruction and disposal of hazardous waste.

The Hazardous Waste Rules impose an obligation on each occupier and operator of any facility generating hazardous waste to dispose any hazardous waste in the manner prescribed in the Hazardous Waste Rules. “Hazardous Waste” in this regard, means any waste, which by reason of characteristics, such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger to health, or environment. It is obligatory for each occupier and operator of any facility generating hazardous waste to obtain an approval from the relevant State Pollution Control Board for collecting, storing and treating the hazardous waste.

## **INDUSTRIAL, EMPLOYMENT AND LABOUR LAWS**

### **The Public Liability Insurance Act, 1991 (“Act”) & the Public Liability Insurance Rules, 1991**

The Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the Act has been enumerated by the government by way of a notification. Under the Act, the owner or handler is also required to take out an insurance policy insuring against liability.

In exercise of its powers conferred under Section 23 of the Act, the Government of India has notified the Public Liability Insurance Rules which mandates the employer to contribute towards the ‘Environmental Relief Fund’ with a sum equal to the premium paid on the insurance policies.

### **The Factories Act, 1948**

The Factories Act, 1948 requires the Occupier to ensure the health, safety and welfare of all workers. The Factories Act, 1948 defines a ‘factory’ to cover any premises which employs ten or more workers on any day of the preceding twelve months and in which manufacturing process is carried on with the aid of power or any premises where at least twenty workers are employed in a manufacturing process. In view of the powers conferred under the Factories Act, 1948 each State Government has enacted rules for prior approval for the establishment of factories and for registration and licensing of factories.

In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to our Company due to the nature of our business activities:

- a) The Contract Labour (Regulation and Abolition) Act, 1970
- b) The Employees’ Compensation Act, 1923
- c) The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952
- d) The Employees’ State Insurance Act, 1948
- e) The Industrial Disputes Act, 1947
- f) The Industrial Employment (Standing orders) Act, 1946
- g) The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986
- h) The Payment of Bonus Act, 1965

- i) The Minimum Wages Act, 1948
- j) The Payment of Wages Act, 1936
- k) The Equal Remuneration Act, 1976
- l) The Maternity Benefit Act, 1961
- m) The Apprentices Act, 1961
- n) The Payment of Gratuity Act, 1972
- o) The Trade Unions Act, 1926
- p) The Sales Promotion Employees (Conditions of Service) Act, 1976
- q) The Unorganised Workers Social Security Act, 2008

### **The Code on Wages, 2019**

The Code on Wages, 2019 amalgamates, simplifies and rationalises the relevant provisions of the following four central labour enactments relating to wages, namely, (a) The Payment of Wages Act, 1936; (b) The Minimum Wages Act, 1948; (c) The Payment of Bonus Act, 1965; and (d) The Equal Remuneration Act, 1976. The Code on Wages, 2019 is an Act to amend and consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. The Code received the assent of the President of India on August 8, 2019 and is published in the Official Gazette. The Code applies to the covered employees and allows the Central Government to set a fixed floor wage taking into account minimum living standards of a worker. The Code will come into force on the date to be notified by the Government.

### **The Occupational Safety, Health and Working Conditions Code, 2020**

Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and was published in the Official Gazette. The Act consolidates and amends the laws regulating the occupational safety, health and working conditions of the persons employed in an establishment. The Code amalgamates, simplifies and rationalises the relevant provisions of the following thirteen Central labour enactments namely, 1. The Factories Act, 1948; 2. The Plantations Labour Act, 1951; 3. The Mines Act, 1952; 4. The Working Journalists and other Newspaper Employees (Conditions of Service and Miscellaneous Provisions) Act, 1955; 5. The Working Journalists (Fixation of Rates of Wages) Act, 1958; 6. The Motor Transport Workers Act, 1961; 7. The Beedi and Cigar Workers (Conditions of Employment) Act, 1966; 8. The Contract Labour (Regulation and Abolition) Act, 1970; 9. The Sales Promotion Employees (Condition of Service) Act, 1976; 10. The Inter-State Migrant workmen (Regulation of Employment and Conditions of Service) Act, 1979; 11. The Cine Workers and Cinema Theatre Workers Act, 1981; 12. The Dock Workers (Safety, Health and Welfare) Act, 1986; and 13. The Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The Code will come into force on the date to be notified by the Government.

### **The Code on Social Security, 2020**

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and was published in the official gazette. The objective of the Code is to amend and consolidate the laws relating to social security, with the primary goal to extend social security to all employees and workers. The Code on Social Security, 2020, amalgamates, simplifies and rationalises the relevant provisions of the following nine(9) central labour enactments relating to social security, namely, (i) The Employees' Compensation Act, 1923; (ii) The Employees' State Insurance Act, 1948; (iii) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iv) The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959; (v) The Maternity Benefit Act, 1961; (vi) The Payment of Gratuity Act, 1972; (vii) The Cine Workers Welfare Fund Act, 1981; (viii) The Building and Other Construction Workers Welfare Cess Act, 1996; and (ix) The Unorganised Workers' Social Security Act, 2008. The Code will come into force on the date to be notified by the Government.



### **The Industrial Relations Code, 2020**

The Industrial Relations Code, 2020 is an Act to consolidate and amend the laws relating to Trade Unions, conditions of employment in an industrial establishment or undertaking, investigation and settlement of industrial disputes. The Industrial Relation Code 2020 amalgamates, simplifies and rationalises the relevant provisions of (a) the Trade Unions Act, 1926; (b) the Industrial Employment (Standing Orders) Act, 1946; and (c) the Industrial Disputes Act, 1947. The Code will come into force on the date to be notified by the Government.

### **The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986**

The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986 prohibits employment of children below fourteen years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. The Act regulates the conditions of work of adolescents.

### **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 Act provides for protection to women against sexual harassment at workplace and prevention and redressal of complaints of sexual harassment. The Act defines “Sexual Harassment” to include any unwelcome sexually determined behaviour (whether directly or by implication). “Workplace” under the Act has been defined to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals.

The Act requires an employer to set up an “Internal Complaints Committee” at each office or branch of an organization employing at least 10 employees. The Government is required to set up a “Local Complaints Committee” at the district level to investigate complaints regarding sexual harassment from establishments where internal complaints committee has not been constituted.

## **INTELLECTUAL PROPERTY LAWS**

### **The Patents Act, 1970 (“Patents Act”)**

The Patents Act governs the registration and protection of patents in India. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act also provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The Patents Act also prohibits any person resident in India from applying for patent for an invention outside India without making an application for the same in India. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of the application for the patent.

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

The Trade Marks Act governs the statutory protection of trademarks and prevents the use of fraudulent marks in India. The Trade Marks Act prohibits any registration of deceptively similar trademarks. An application for registration of a trademark may be made by an individual or joint applicants and can be made on the basis of either use or intention to use a trademark in the future. Once granted, trademark registration is valid for ten years, unless cancelled. If not renewed after ten years, the mark lapses and the registration has to be restored. The Trademarks Act also provides for penalties for infringement, falsifying and falsely applying for trademarks. The Trademarks Act has been amended to enable Indian nationals as well as foreign nationals to secure simultaneous protection of trademark in other countries. The Trade Marks Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to align the law with international practice.



### **The Copyright Act, 1957 (“Copyright Act”)**

The Copyright Act governs and deals with copyright protection in India. Under the prevalent Act, a copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph film and sound recordings. While copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, such copyright registration constitutes *prima facie* evidence of the particulars entered therein and may expedite infringement proceedings. Reproduction of a copyrighted work for sale or hire, issuing of copies to the public, performance or exhibition in public, making a translation of the copyrighted work, making an adaptation of the work and making a cinematograph film of the work without consent of the owner of the copyright are all acts which amount to an infringement of copyright.

### **The Designs Act, 2000 (“Designs Act”)**

The Designs Act consolidates and amends the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms. In order to register a design, it must be new and original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or in any other way prior to the filing date. Additionally, a design should be significantly distinguishable from known designs or combination of known designs in order for it to be registerable.

## **FOREIGN TRADE REGULATIONS**

### **Foreign Exchange Management Act, 1999 (“FEMA”)**

Foreign investment in Indian securities is governed by the provisions of the FEMA (that replaced the erstwhile Foreign Exchange Regulation Act, 1973) and the FDI policy of the Government of India. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the government approval route, depending upon the sector in which foreign investment is sought to be made. The regulatory framework developed over a period of time consists of Acts, regulations, press notes, press releases, and clarifications among other amendments.

### **The Foreign Trade (Development and Regulation) Act, 1992 and Foreign Trade (Regulation) Rules, 1993**

The Foreign Trade (Development and Regulation) Act, 1992 and the Rules framed thereunder governing foreign trade in India. The Act provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. Under the Act the Government of India is empowered to make provisions *inter-alia* to prohibit, restrict and regulate exports and imports formulate and announce export and import policy. The Act prohibits a person from undertaking any import or export except under an Importer-Exporter Code member (IEC) unless exempted in that aspect.

## **Laws in relation to Taxation**

In addition to the aforementioned legislations which are applicable to our Company, some of the tax legislations that are applicable to the operations of our Company include:

- a) Income Tax Act 1961, and the Income Tax Rules, 1962, as amended by the Finance Act in the respective years;
- b) Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017 and various state-wise legislations made thereunder;
- c) The Integrated Goods and Service Tax Act, 2017; and
- d) State-wise professional tax legislations.

## **Income Tax Act, 1961**

The Income Tax Act, 1961 (“**IT Act**”) is applicable to every domestic/ foreign company whose income is taxable under the provisions of the IT Act or the rules made under it, depending upon the status of its registration and the type of income involved. The IT Act provides for taxation of a person resident in India on their income and person not resident in India, on their 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.

## **Goods and Services Tax Act, 2017**

Goods and Services Tax Act, 2017 (“**GST**”) is an indirect tax applicable throughout India which has replaced multiple cascading taxes levied by the Central and State Governments. The application of GST is governed primarily by the Central Goods and Services Tax Act, 2017; the Integrated Goods and Services Tax Act, 2017. The Parliament has the exclusive power to levy integrated GST (IGST) on Inter-State trade or commerce (including imports) in goods or services. GST is governed by a GST Council, with its Chairman being the Finance Minister of India.

## **Madhya Pradesh Vritti Kar Adhiniyam, 1995 (Madhya Pradesh Professional Tax, 1995)**

The Madhya Pradesh Vritti Kar Adhiniyam, 1995 (Madhya Pradesh Professional Tax, 1995) was enacted to make a provision for the levy and collection of tax on Professions, Trades, Callings and Employments by the Government of Madhya Pradesh. Under Section 4 of the Madhya Pradesh Vritti Kar Adhiniyam, 1995 (Madhya Pradesh Professional Tax, 1995), the tax payable under the Act by any person earning a salary or wage, shall be deducted by his employer from the salary or wage payable to such person before such salary or wage is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary or wage is paid to such persons, be liable to pay tax on behalf of all such persons.

## **General Laws**

### **The Consumer Protection Act, 2019**

The Consumer Protection Act, 2019 repeals the earlier Consumer Protection Act, 1986. The Act was enacted to provide simpler and quicker access to redress consumer grievances. The Act *inter alia* seeks to promote and protect the interests of consumers against deficiencies and defects in goods or services, secure the rights of a consumer against unfair trade practices, by manufacturers, service providers and traders.

The Consumer Protection Act, 2019 also provides for the establishment of a Central Consumer Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers and to promote, protect and enforce the rights of consumers as a class. The Act provides for settlement of disputes by way of mediation in case there is a possibility of settlement at the stage of admission of complaint or at any later stage, if acceptable to both parties. The Act contemplates a mediation cell attached to each district, state and National Commission for expedited resolution of consumer disputes.

### **The Competition Act, 2002**

The Competition Act, 2002, as amended from time to time, aims to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of the consumers and to ensure freedom of trade in India. The Competition Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act. The Act establishes the Competition Commission of India (“**Commission**”) which is responsible for eliminating practices having adverse effect on competition, promoting and sustaining competition, protecting interest of consumers and ensuring freedom of trade.

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

The Companies Act, 2013, was introduced replacing the erstwhile Companies Act, 1956. The provisions of the Companies Act apply to all the companies incorporated either under this Act or under the previous law. The Companies Act deals with matters *inter-alia* incorporation of companies and the procedure for incorporation and post-incorporation along with conversion of a private company into a public company and *vice versa*. In case of public company, a company can be formed by seven or more persons and by two or more persons in case of private company. Further significant amendments have been introduced in the Companies Act on matters *inter-alia* corporate social responsibility, disclosure under board report, general meetings etc.

### **The Indian Contract Act, 1872**

The Indian Contract Act, 1872 occupies the most important place in Commercial Law. The objective of the Contract Act is to ensure that the rights and obligations arising out of a contract are honored and that legal remedies are made available to those who are affected due to violation of such rights and obligations.

### **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.

### **The Registration Act, 1908**

The Registration Act, 1908 was introduced to provide for the public registration of documents so as to give information to people regarding legal rights and obligations arising or affecting a particular property, and to perpetuate documents which may afterwards be of legal importance, and also to prevent fraud.

### **The Negotiable Instruments Act, 1881**

In India, the laws governing monetary instruments such as cheques are contained in the Negotiable Instruments Act, 1881. The Act provides effective legal provisions to restrain persons from issuing cheques without having sufficient funds in their account and any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker.

### **Madhya Pradesh Shops and Establishment Act, 1958**

The provisions of the Madhya Pradesh Shops and Establishment Act, 1958 as regulates the working and employment conditions of the workers employed in shops and establishments and provides for fixation of working hours, leave, termination of service, and other rights and obligations of the employers and employees. The Madhya Pradesh Shops and Establishment Act, 1958 also provides for provisions pertaining to cleanliness, ventilation, precautions against fire and provides for offences and penalties for the contravention of the various provisions of the Act.

## OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

### BRIEF HISTORY OF OUR COMPANY

Our Company was originally incorporated as ‘Aaradhya Disposal Industries Private Limited’ as a private limited company under the Companies Act, 1956 on January 16, 2014 pursuant to a Certificate of Incorporation bearing CIN: U21098MP2014PTC032173 issued by the Registrar of Companies, Gwalior. Thereafter, our Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on September 05, 2024 consequent to which the name of our Company changed from ‘Aaradhya Disposal Industries Private Limited’ to ‘Aaradhya Disposal Industries Limited’ and a fresh Certificate of Incorporation bearing CIN U21098MP2014PLC032173 was issued by the Registrar of Companies, Gwalior (“RoC”) on October 28, 2024.

Mr. Sunil Maheshwari, Mr. Anil Maheshwari and Mrs. Shashi Maheshwari were the initial subscribers to the Memorandum of Association of our Company. As on the date of filing this Red Herring Prospectus, Mr. Sunil Maheshwari, Mr. Anil Maheshwari and Mrs. Shashi Maheshwari are the current promoters of the Company.

As on the date of filing of this Red Herring Prospectus our Company has 20 Shareholders. For further details, please refer to the chapter titled ‘Capital Structure’ beginning on page 73.

### CORPORATE PROFILE OF OUR COMPANY

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer to the chapters titled “Our Business”, “Our Industry”, “Our Management”, “Restated Standalone Financial Statements” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 138, 112, 179, 207 and 218 respectively.

### REGISTERED OFFICE OF THE COMPANY

<b>Address of Registered Office</b>	Plot E-1, Industrial Area No. 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.
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### CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

The details of change of Registered Office of our Company are as follows:

Effective Date	Shifted from	Shifted to	Reason
January 09, 2018	15-B, Yashwant Colony, Moti Bungalow, Dewas, Madhya Pradesh-455001, India.	Plot E-1, Industrial Area No. 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.	For Operational Efficiency

### MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION

To manufacture, weave, prepare, process, formulate, buy, sell, resell, export, import, trading and marketing in plastics, paper and thermocol utensils like disposable cups, plates and other items.

### AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY

Except as stated below, there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Meeting	Type of Meeting	Details
April 24, 2014	Extra-Ordinary General Meeting	<b>Alteration in the Capital Clause</b> Clause V of the Memorandum of Association was amended to reflect the increase in the Authorized Share Capital of our Company

		from Rs. 1,00,00,000 divided into 10,00,000 Equity Shares of face value of Rs. 10/- each to Rs. 2,00,00,000 divided into 20,00,000 Equity Shares of face value of Rs. 10/- each.
July 21, 2015	Extra-Ordinary General Meeting	<b>Alteration in the Capital Clause</b> Clause V of the Memorandum of Association was amended to reflect the increase in the Authorized Share Capital of our Company from Rs. 2,00,00,000 divided into 20,00,000 Equity Shares of face value of Rs. 10/- each to Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of face value of Rs. 10/- each.
June 30, 2024	Extra-Ordinary General Meeting	<b>Alteration in the Capital Clause</b> Clause V of the Memorandum of Association was amended to reflect the increase in the Authorized Share Capital of our Company from Rs. 5,00,00,000 divided into 50,00,000 Equity Shares of face value of Rs. 10/- each to Rs. 14,00,00,000 divided into 1,40,00,000 Equity Shares of face value of Rs. 10/- each.
September 05, 2024	Extra-Ordinary General Meeting	<b>Change in Status of the Company</b> Clause I of the Memorandum of Association of the Company was amended upon conversion from Private Limited Company to Public Limited Company.
June 30, 2025	Extra-Ordinary General Meeting	<b>Alteration in the Capital Clause</b> Clause V of the Memorandum of Association was amended to reflect the increase in the Authorized Share Capital of our Company from Rs. 14,00,00,000 divided into 1,40,00,000 Equity Shares of face value of Rs. 10/- each to Rs. 16,00,00,000 divided into 1,60,00,000 Equity Shares of face value of Rs. 10/- each.

#### ADOPTING NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

Our Company has adopted new set of Articles of Association on following events:

Date of Meeting	Type of Meeting	Amendments
September 05, 2024	Extra-Ordinary General Meeting	Our Company was converted from a private limited to public limited Company consequent to which name of the Company was changed from 'Aaradhya Disposal Industries Private Limited' to 'Aaradhya Disposal Industries Limited'.
		To adopted new set of Articles of Association as per the listing requirements.

#### MAJOR EVENTS AND MILESTONES OF OUR COMPANY

The table below sets forth some of the major events in the history of our company:

Year	Major Events / Milestones/ Achievements
2014	- Establishment of Manufacturing Unit at Plot E-1, Industrial Area No. 1, A.B. Road, Dewas, Madhya Pradesh-455001, India; - Installed one Printing, one Punching, one Coating and sixteen Paper Cup Making Machines.
2015-16	- Surpassed Rupees 10 Crore in Revenue; - Installed More Paper Cup Making Machines;
2016-17	- Surpassed Rupees 25 Crore in Revenue; - Added four Punching, one Printing and few other Paper Cup Making Machines.

<b>2018-19</b>	<ul style="list-style-type: none"> <li>- Surpassed Rupees 50 Crore in Revenue;</li> <li>- Expansion of Manufacturing Plant by adding Plot E-2 at Industrial Area No. 1, A.B. Road, Dewas, Madhya Pradesh-455001, India;</li> <li>- Further, we have installed one PLA and PE Coating Machines and added two Punching Machines.</li> </ul>
<b>2022-23</b>	Surpassed Rupees 75 Crore in Revenue.
<b>2023-24</b>	<ul style="list-style-type: none"> <li>- Reconstruction of factory building at Plot E-1, Industrial Area No. 1, A.B. Road, Dewas, Madhya Pradesh-455001, India.</li> </ul>
<b>2024-25</b>	<ul style="list-style-type: none"> <li>- Installed one Barrier Coating Machine.</li> <li>- Surpassed Rupees 110 Crore in Revenue.</li> <li>- Installed 1 Boiler Machine.</li> <li>- Surpassed Rupees 10 Crore in PAT.</li> </ul>

## LOCK-OUT AND STRIKES

There have been no instances of strikes or lock-outs at any time in our Company as on the date of this Red Herring Prospectus.

## SIGNIFICANT FINANCIAL OR STRATEGIC PARTNERSHIPS

Our Company has not entered into any Significant Financial or Strategic Partnerships except as entered in its normal course of business.

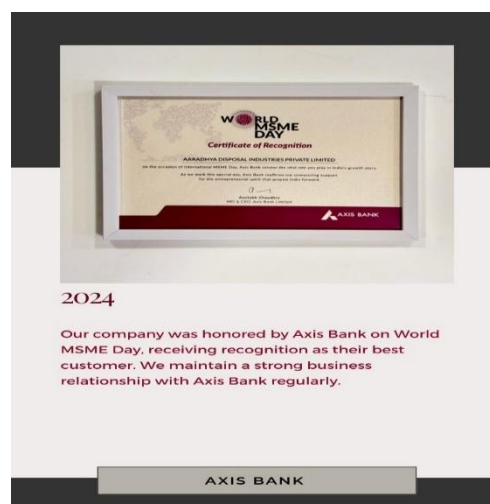
## TIME/ COST OVERRUN IN SETTING UP PROJECTS

There have been no time or cost overruns pertaining in the setting up of projects by our Company since incorporation.

## CAPACITY/ FACILITY CREATION, LOCATION OF PLANTS

We have two manufacturing plants: one is located at Plot E-1 and the other at Plot E-2, Industrial Area No. 1, A.B. Road, Dewas, Madhya Pradesh - 455001, India, collectively covering an area of 4,845 square meters.

## KEY AWARDS, ACCREDITATIONS OR RECOGNITION





## **DEFAULTS OR RESCHEDULING/ RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/ BANKS**

There have not been any defaults or rescheduling of borrowings from financial institutions/ banks by our Company.

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

There have been no changes in the activities of our Company since its incorporation which may have had a material adverse effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

## **MATERIAL ACQUISITIONS OF BUSINESSES OR DIVESTMENT OF BUSINESS/ UNDERTAKINGS, MERGERS, AMALGAMATION OR REVALUATION OF ASSETS, IF ANY IN LAST 10 YEARS**

There are no mergers, amalgamation, revaluation of assets etc. with respect to our Company in the last 10 (ten) years. Further we had not acquired / sold any businesses / undertakings in last 10 (ten) years from the date of this Red Herring Prospectus.

## **OUR HOLDING COMPANY**

We do not have a holding company as on the date of this Red Herring Prospectus.

## **OUR JOINT VENTURES**

We do not have any joint ventures as on the date of this Red Herring Prospectus.

## **OUR SUBSIDIARY**

We do not have a subsidiary company as on the date of this Red Herring Prospectus.

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

Except as following, there are no agreements entered into by key managerial personnel or a Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

<b>Name of the KMP/ Director/ Promoter</b>	<b>Date of Agreement</b>	<b>Remarks</b>
Mr. Sunil Maheshwari	November 15, 2024	Service Agreement between Managing Director and Company.

### **Some Key Terms of the aforesaid agreement:**

1. To manage, conduct and transact all the business, affairs and operations of the company in accordance with the Memorandum and Articles of Association of the Company including power to enter into contracts and vary and rescind them;
2. To enter into and become party to and to sign and execute all deeds, instruments, contracts, receipts and all other documents or writings on behalf of the company not required to be executed under its Common Seal or not otherwise provided for in the articles of association of the company;



3. To make, sign, draw, accept, endorse, negotiate, sell and transfer on behalf of the company all cheques, bills of exchanges, drafts, hundies, promissory notes, dock warrants, delivery orders, railway receipts, bills of lading and other mercantile documents and other negotiable instruments and securities.
4. To become party to and to present for registration and admit execution of and to do every act, matter or thing necessary or proper to enable registration on behalf of the company of all deeds, instruments, contracts, agreements, receipts and all other documents whatsoever;
5. To institute, defend, prosecute, conduct, compound refer to arbitration and abandon and to compromise legal or other proceedings, claims and disputes by or against the Company or in which the company may be concerned or interested;
6. Subject to the provisions of the Act, to raise or borrow (otherwise than by debentures) from time to time in the name or otherwise on behalf of the Company by not exceeding the total amount specified by the Board from time to time, such sum or sums of money as the Managing Director may think expedient;
7. Subject to the provisions of section 179 and 180 of the Act and when so authorised by the Board and within the limits from time to time fixed by the Board, to invest and deal with the moneys of the Company not immediately required, upon investments of such nature as may be specified by the Board from time to time or to deposit the same with banks, shroffs or persons and from time to time to realise and vary such investments;
8. Subject to the provisions of section 179 and 180 of the Act and when so authorised by the Board and within the limits from time to time fixed by the Board to make loans for such purposes and up to such maximum amount for such purpose as may be specified by the Board from time to time;
9. To provide from time to time for the appointment of any attorney or attorneys, or officer or officers for management and transaction of the affairs of the company generally or in specified locality or district or province or State; and
10. Generally, to make all such arrangements and to do all acts, deeds, matters and things on behalf of the company as may be usual, necessary or expedient in the conduct and management of business, as are not governed by the Act or by the Memorandum and Articles of association of the Company or expressly required to be done by the Company in general meeting or by the Board.
11. The Managing Director shall throughout the said term, devote his entire time, attention and abilities to the business of the company and shall carry out the orders, from time to time, of the Board and in all respect conform to and comply with the directions and regulations made by the Board, and shall faithfully serve the company and use their utmost endeavours to promote the interests of the Company.
12. In Case of adequate Profits: Subject to the limits of 5% and 10% of the net profits as the case may be, and the overall limits of 11% of the net profits as laid down in sub-section (1) of section 197 of the Act and further subject to the approval of the shareholders & Central Government in terms of sections 190, 196, 197, 198, 203 and other applicable provisions, if any of the Act and rules made there under read with Schedule V to the Act, the Company shall, in consideration of his services of the company, pay to the Managing Director during the continuance of this agreement.
13. Minimum Remuneration in case of lack or inadequacy of Profits: Where in any financial year during the currency of tenure of the Managing Director, we have nil profit or the profits are inadequate, the Managing Director shall be paid remuneration as under:

- a) Remuneration payable not exceeding the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013, based on the effective capital of the Company and accordance with the approval of the Nomination and Remuneration Committee at the relevant point of time;

A salary of Rs. 3,00,000/- (Rupees Three Lakhs only) per month shall be paid to Mr. Sunil Maheshwari.

- b) Contributions to Provident Fund, Superannuation fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961;
- c) Gratuity Payable at a rate not exceeding half a month's salary for each of service; and
- d) Encashment of Leave at the end of the tenure.

## **GUARANTEES GIVEN BY PROMOTERS**

As on the date of this Red Herring Prospectus, no guarantee has been issued by Promoters except as disclosed in the chapter titled “Financial Indebtedness” beginning on page 208.

## **AGREEMENTS WITH STRATEGIC PARTNERS, JOINT VENTURE PARTNERS AND/ OR FINANCIAL PARTNERS AND OTHER AGREEMENTS**

Our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company.

## **SPECIAL RIGHTS**

None of the special rights available to the Promoters/Shareholders (except for nominee/nomination rights and information rights) would survive post listing of the Equity Shares of the Company and same shall cease to exist or shall expire/waived off immediately before or on the date shares are allotted to public shareholders in IPO, without requiring any further action.

## **INTER-SE AGREEMENTS /ARRANGEMENTS**

There are no inter-se agreements / arrangements and clauses / covenants which are material and are adverse / prejudicial to the interest of the minority / public shareholders entered into by the Company, Promoters and Shareholders with respect to the Company. Further, there are no other agreements, deed of assignments, acquisition agreements, shareholders’ agreements, inter-se agreements, agreements of like nature entered into by the Company, Promoters and Shareholders with respect to the Company.

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets in the 10 years preceding the date of this Red Herring Prospectus.

## **OTHER DETAILS ABOUT OUR COMPANY**

For details of our Company’s activities, business, growth, recognitions, marketing strategy, competition and our customers, please refer to the chapters titled “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis for Issue Price*” beginning on pages 138, 218 and 103 respectively. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to the chapters titled “*Our Management*” and “*Capital Structure*” beginning on pages 179 and 73 respectively.

## OUR MANAGEMENT

### BOARD OF DIRECTORS

In terms of our Articles of Association, our Company is required to have not less than 3 directors and not more than 15 directors. As on the date of this Red Herring Prospectus we have 6 (Six) Directors on our Board.

The following table sets forth details regarding our Board of Directors as on the date of this Red Herring Prospectus:

Sr. No.	Name, Age, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment / Change in Current Designation	Other Directorships
1.	<b>Name:</b> Mr. Sunil Maheshwari <b>Age:</b> 50 Years <b>Father's Name:</b> Late Madanlal Maheshwari <b>Designation:</b> Managing Director <b>Address:</b> 15-B, Yashvant Colony, Moti Bunglow, Dewas-455001, Madhya Pradesh, India. <b>Term:</b> 5 Years <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN:</b> 02611461	Originally appointed as Director w.e.f. January 16, 2014.  Thereafter, change in designation and appointed as Managing Director w.e.f. November 15, 2024.	Nil
2.	<b>Name:</b> Mr. Anil Maheshwari <b>Age:</b> 46 Years <b>Father's Name:</b> Late Madanlal Maheshwari <b>Designation:</b> Director <b>Address:</b> 15-B, Yashvant Colony, Moti Banglow, Near New Childrens Home School, Dewas-455001, Madhya Pradesh, India. <b>Term:</b> Retire by Rotation <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN:</b> 06684862	Originally appointed as Director w.e.f. January 16, 2014.  Thereafter, resigned from the Company on October 05, 2017.  Further, he was appointed as Director w.e.f. August 09, 2024.  Furthermore, he was appointed as Chief Financial Officer w.e.f.	1. Aaradhya Paper & Packaging Industries Private Limited; 2. Food Pack Industries Private Limited.

		October 29, 2024.	
3.	<b>Name:</b> Mrs. Shashi Maheshwari <b>Age:</b> 49 Years <b>Father's Name:</b> Late Krishan Valabh ji Maheshwari <b>Designation:</b> Director <b>Address:</b> 15-B, Yashwant Colony, Moti Bunglow, Dewas, Madhya Pradesh-455001, India. <b>Term:</b> Retire by Rotation <b>Nationality:</b> Indian <b>Occupation:</b> Business <b>DIN:</b> 06780841	Appointed as Director w.e.f. January 16, 2014	Nil
4.	<b>Name:</b> Mr. Narender Tulsidas Kabra <b>Age:</b> 67 Years <b>Father's Name:</b> Mr. Tulsidas Kabra <b>Designation:</b> Independent Director <b>Address:</b> Row House 15, Shivalik, Kalindi Mid-Town, Opposite Sahara City, Bye Pass Road, Indore Kanadia Road, Indore - 452016, Madhya Pradesh, India. <b>Term:</b> 5 years <b>Nationality:</b> Indian <b>Occupation:</b> Profession <b>DIN:</b> 06851212	Originally Appointed as Additional Director w.e.f. October 29, 2024 and thereafter, regularised as an Independent Director w.e.f. November 15, 2024.	1. Systango Technologies Limited; 2. Brand Concepts Limited
5.	<b>Name:</b> Mr. Dharmendra Pawar <b>Age:</b> 34 Years <b>Father's Name:</b> Mr. Vijay Pawar <b>Designation:</b> Independent Director <b>Address:</b> 91C, Samyak Vihar Colony, Near Khatushyam Mandir, Jawahar Nagar, Dewas-455001, Madhya Pradesh. <b>Term:</b> 5 years <b>Nationality:</b> Indian	Originally Appointed as Additional Director w.e.f. October 29, 2024 and thereafter, regularised as Independent Director w.e.f. November 15, 2024.	1. Flexituff Ventures International Limited; 2. Parsh Integrated Services LLP.

	<b>Occupation:</b> Profession <b>DIN:</b> 08068916		
6.	<b>Name:</b> Mr. Siddharth Shankar Mahajan <b>Age:</b> 48 Years <b>Father's Name:</b> Mr. Ashok Kumar Mahajan <b>Designation:</b> Independent Director <b>Address:</b> 305, Vishal Avenue, Nath Mandir Road, Indore-452001, Madhya Pradesh. <b>Term:</b> 5 years <b>Nationality:</b> Indian <b>Occupation:</b> Profession <b>DIN:</b> 10819584	Originally Appointed as an Additional Director w.e.f. October 29, 2024 and thereafter, regularised as Independent Director w.e.f. November 15, 2024.	Nil

#### BRIEF BIOGRAPHIES OF OUR DIRECTORS

##### Mr. Sunil Maheshwari



Mr. Sunil Maheshwari, aged 50, is the Promoter and Managing Director of our Company.

He has completed his degree in B. Com in the year of 1995, he possesses an experience of more than a decade in the manufacturing of paper-related products. His entrepreneurial acumen and expertise have cemented his reputation as a stalwart in the field.

Mr. Maheshwari being the first-generation entrepreneur incorporated our Company under the name and style of 'Aaradhya Disposal Industries Private Limited' in the year of 2014.

Mr. Maheshwari's expertise extends to the core operations of the business. He is actively engaged in the manufacturing process, ensuring that the production lines run smoothly and efficiently. His hands-on approach includes overseeing the installation and maintenance of machinery, which is crucial for maintaining high production standards and minimizing downtime. This involvement ensures that the company's products meet the highest quality standards, enhancing customer satisfaction and loyalty.



### **Mr. Anil Maheshwari**

Mr. Anil Maheshwari, aged 46 years, is the Promoter, Director, and Chief Financial Officer of our Company.

He holds a Bachelor of Commerce (B. Com) degree, which he completed in 1999. He brings over a decade experience of spanning sales, technical accounting, financial advisory, and business development.

Since 2014, Mr. Maheshwari has been associated with our Company, where he oversees finance, sales and marketing activities, leveraging his extensive expertise to drive business growth and operational excellence.



### **Mrs. Shashi Maheshwari**

Mrs. Shashi Maheshwari, aged 49, is the Executive Director and Promoter of our Company.

She holds Bachelor's degree in Law (2002). She is also a member of Bar Council of India.

Mrs. Maheshwari has been associated with the Company since inception and considered a core pillar of the Company in the fields of HR supervisory and legal consultation. Her expertise in these areas has ensured that the Company operates within legal frameworks and maintains a productive, motivated workforce. Her HR strategies have focused on talent acquisition, employee development, and retention, fostering a culture of excellence and innovation.



### **Mr. Narender Tulsidas Kabra\***

Mr. Narender Tulsidas Kabra, aged 67, has been appointed as an Independent Director of our Company. He holds a Bachelor's degree in Textile Technology, earned in April 1979.

With 34 years of experience in Indian banking, particularly at the Bank of Maharashtra (1983–2017), Mr. Kabra has specialized expertise in credit business, credit risk management, information technology, and human resource management.

Mr. Kabra's extensive experience and knowledge are expected to provide valuable guidance and strengthen the Company's strategic capabilities.





#### **Mr. Dharmendra Pawar**

Mr. Dharmendra Pawar, aged 34, has been appointed as an Independent Director of our Company. A member of the Institute of Company Secretaries of India (ICSI) since 2016, he also holds a Master's degree in Commerce, completed in 2013.

With over seven years of experience, Mr. Pawar specializes in company law, direct and indirect taxation, and other finance-related matters. Since June 2019, he has been serving as the Company Secretary and Compliance Officer at Ampo Valves India Private Limited, where he oversees corporate governance and regulatory compliance.

Mr. Pawar's expertise in legal and financial domains is expected to provide valuable support to the Company's governance framework and strategic initiatives.



#### **Mr. Siddharth Shankar Mahajan**

Mr. Siddharth Shankar Mahajan, aged about 48, has been appointed as an Independent Director of our Company. A member of the Institute of Chartered Accountants of India (ICAI). Also, he holds Certificate of Practice since July, 2008.

He brings experience of 22 years in the field of Taxation, Finance & Accounts, Audits, Finance Operation, Internal Controls.

He is Senior Managing Partner at M/s Joshi Mahajan & Co., CA Firm since 2008 till date.

*\* Certain experience-related documents of one of our Independent Directors are not available, which may affect the completeness of our disclosures. For further details, kindly refer to the Risk Factor No. 31 beginning on page 47.*

### **RELATIONSHIP BETWEEN OUR DIRECTORS**

There is no relationship between Promoters of our Company with other Directors except as described below:

<b>Name of Director</b>	<b>Designation</b>	<b>Relation</b>
Mr. Sunil Maheshwari	Promoter & Managing Director	- Brother of our Promoter & Director - Mr. Anil Maheshwari; and - Husband of our Promoter & Executive Director – Mrs. Shashi Maheshwari.
Mr. Anil Maheshwari	Promoter & Director	- Brother of our Promoter & Managing Director - Mr. Sunil Maheshwari; and - Brother-in-law of our Promoter & Executive Director - Mrs. Shashi Maheshwari.
Mrs. Shashi Maheshwari	Promoter & Executive Director	- Wife of our Promoter & Managing Director - Mr. Sunil Maheshwari; and - Sister-in-law of our Promoter & Director - Mr. Anil Maheshwari



## CONFIRMATIONS

As on the date of this Red Herring Prospectus:

1. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors were selected as a director or member of senior management.
2. The directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
3. None of our Directors are categorized as a wilful defaulter or fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations.
4. None of our Directors have interest in any property acquired by our Company within two years from the date of this Red Herring Prospectus.
5. None of our Directors are or were directors of any listed Company whose shares have been/were suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years or delisted from the stock exchange(s) during the term of their directorship in such companies.
6. None of our Directors have been declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations, nor have been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
7. None of the Promoters or Directors have been or are involved as a promoter or director of any other Company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

## REMUNERATION / COMPENSATION OF DIRECTORS

The following compensation has been approved for Managing Director and the Executive Directors of our Company:

### Mr. Sunil Maheshwari: Managing Director

Pursuant to the resolutions passed by our Board and our Shareholders on October 29, 2024 and November 15, 2024 respectively, Mr. Sunil Maheshwari designated as Managing Director for a period of 5 years with effect from November 15, 2024 at a remuneration of up to Rs. 3,00,000/- per month as basic salary.

### Mrs. Shashi Maheshwari: Executive Director

Pursuant to the resolution passed by our Board of Directors on August 27, 2024, monthly remuneration of Mrs. Shashi Maheshwari was increased from Rs. 2.00 lakhs to Rs. 2.50 lakhs w.e.f. November 01, 2024.

**Remuneration paid to the Directors during the previous F.Y. 2024-25 is as follows:**

(Rs. in Lakhs)

Sr. No.	Name	Designation	Remuneration Paid for the Financial Year ended on March 31, 2025
1.	Mr. Sunil Maheshwari	Promoter & Managing Director	32.50
2.	Mrs. Shashi Maheshwari	Promoter & Executive Director	26.50

Our Company has not paid and will not be paying any remuneration to the Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013.

Pursuant to the resolution passed by the Board of Directors of our Company on October 29, 2024, the Non-Executive Independent Directors of our Company would be entitled to a sitting fees of Rs. 10,000 for attending every meeting of Board and committee meeting.

## SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares.

The following table details the shareholding of our Directors as on the date of this Red Herring Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital*
1.	Mr. Sunil Maheshwari	23,98,000	23.40	16.96
2.	Mr. Anil Maheshwari	24,00,000	23.41	16.98
3.	Mrs. Shashi Maheshwari	51,80,000	50.54	36.64

*\*Subject to finalisation of Basis of allotment.*

*None of the Independent Directors of our Company holds any Equity Shares of our Company as on the date of this Red Herring Prospectus.*

## INTERESTS OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable, if any 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, if any to them under our Articles of Association, and/ or to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Some of our Directors may be deemed to be interested to the extent of interest paid on any loan or advances provided to our Company, anybody corporate including companies and firms and trusts, in which they are interested as directors, members, partners or trustees.

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

Except as stated in this chapter titled “*Our Management*” described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors are not interested in the appointment of or acting as Book Running Lead Manager, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

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

Except Mr. Sunil Maheshwari, Mr. Anil Maheshwari and Mrs. Shashi Maheshwari, who are the Promoters of our Company, none of the other Directors are interested in the promotion of our Company.

No loans have been availed by our Directors from our Company.

## PROPERTY INTEREST

Except as stated/ referred to in the heading titled “*Immovable Properties*” as mentioned in the chapter titled “*Our Business*” beginning on page 138, our Directors have not entered into any contract, agreement or arrangements during the preceding two years from the date of this Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

## CHANGES IN OUR BOARD OF DIRECTORS

The changes in the Board of Directors of our Company in the three years preceding the date of this Red Herring Prospectus are as follows:

Name	Date of event	Nature of event	Reason
Mr. Uttam Maheshwari	July 14, 2025	Resignation as an Independent Director	Due to other professional commitments.
Mr. Narendra Tulsidas Kabra	November 15, 2024	Regularised as an Independent Director	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Mr. Uttam Maheshwari	November 15, 2024	Regularised as an Independent Director	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Mr. Dharmendra Pawar	November 15, 2024	Regularised as an Independent Director	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Mr. Siddharth Shankar Mahajan	November 15, 2024	Regularised as an Independent Director	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Mr. Narendra Tulsidas Kabra	October 29, 2024	Appointed as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Mr. Uttam Maheshwari	October 29, 2024	Appointed as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Mr. Dharmendra Pawar	October 29, 2024	Appointed as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Mr. Siddharth Shankar Mahajan	October 29, 2024	Appointed as an Additional Director	To ensure better Corporate Governance and compliance with Companies Act, 2013.
Mr. Anil Maheshwari	August 09, 2024	Appointed as Director	To comply with the Companies Act, 2013

## BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Extra-Ordinary General Meeting of our Company held on November 15, 2024 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) of the Companies Act, 2013 for borrowing, 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 (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company, its free reserves and securities premium, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company, its free reserves and securities premium shall not at any time exceed Rs. 75 Crores.

## CORPORATE GOVERNANCE

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

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

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

Our Board functions either as a full Board or through the various committees constituted to oversee specific operational areas. As on the date of this Red Herring Prospectus, our Company has Six (6) Directors, one (1) is Managing Director, two (2) are Executive Directors and Three (3) are Independent Directors. Our Board has a woman director namely Mrs. Shashi Maheshwari as Executive Director.

### **Committees of the Board**

In addition to the committees of our Board detailed below, our Board may from time to time, constitute committees for various functions.

Following are the details of various committees of the Board:

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

#### **A) Audit Committee**

The Audit Committee (the “Committee”) has constituted by the Board of Directors at their meeting held on November 18, 2024 in accordance with the Section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meeting of board and its powers) Rule, 2014.

#### **Composition of Audit Committee:**

<b>Name of the Director</b>	<b>Status</b>	<b>Nature of Directorship</b>
Narender Tulsidas Kabra	Chairman	Independent Director
Dharmendra Pawar	Member	Independent Director
Sunil Maheshwari	Member	Managing Director

The Company Secretary of the Company acts as the Secretary to the Audit committee.

#### **Meeting of the Audit Committee and relevant quorum**

1. 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.
2. The quorum for meetings of the committee shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.
3. The audit committee at its discretion shall invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee.

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

1. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
3. Examination of the financial statement
4. and the auditors’ report thereon;
5. Approval or any subsequent modification of transactions of the company with related parties;
6. Overseeing of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
8. Formulation of a policy on related party transactions, which shall include materiality of related party transactions and making of omnibus approval of related party transactions;

9. Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the board for approval, with particular reference to:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of any related party transactions;
  - vii. Modified opinion(s) in the draft audit report;
10. Reviewing, with the management, the quarterly, half yearly and Annual financial statements before submission to the Board for approval;
11. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
12. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
13. Approval or any subsequent modification of transactions of the listed entity with related parties includes omnibus approval for related parties transactions subject to conditions as specified under rules;
14. Scrutiny of inter-corporate loans and investments;
15. Valuation of undertakings or assets of the Company, wherever it is necessary;
16. Evaluation of internal financial controls and risk management systems;
17. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
18. 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;
19. Discussion with internal auditors of any significant findings and follow up there on;
20. 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;
21. 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;
22. 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;
23. To oversee and review the functioning of the vigil mechanism pursuant the provisions of Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 read with sub-section 9 and 10 of Section 177 of the Companies Act, 2013, which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases;
24. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
25. To investigate any other matters referred to by the Board of Directors;
26. Carrying out any other function as is mentioned in the terms of reference of the audit Committee.
27. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding Rs.100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
28. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

**The Audit Committee enjoys following powers:**

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

**The Audit Committee shall mandatorily review the following information:**

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

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

The Chairman of the committee has to attend the Annual General Meetings of the Company to clarifications on matters relating to the audit.

**B) Stakeholders Relationship Committee**

The Stakeholders Relationship Committee has constituted by the Board of Directors at their meeting held on November 18, 2024 and re-constituted by them in their meeting held on July 14, 2025 in accordance with the Section 178(5) of the Companies Act 2013.

**Composition of Stakeholders Relationship Committee**

Name of the Director	Status	Nature of Directorship
Siddharth Shankar Mahajan	Chairman	Independent Director
Sunil Maheshwari	Member	Managing Director
Anil Maheshwari	Member	Director

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

**Meetings of the Stakeholders Relationship Committee**

1. The Committee is required to meet at least once a year.
2. The quorum necessary for a meeting shall be two members present.

**SCOPE OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE**

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



1. Resolving the grievances of the security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Review of adherence to the service standards adopted by the Company in respect of various services rendered by the registrar and share transfer agent and to recommend measures for overall improvement in the quality of investor services;
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
5. Formulate procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
6. Approve, register, refuse to register transfer or transmission of shares and other securities;
7. Sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;
8. Allotment and listing of shares;
9. Authorise affixation of common seal of the Company;
10. Issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
11. Approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
12. Dematerialize or rematerialize the issued shares;
13. Ensure proper and timely attendance and redressal of investor queries and grievances;
14. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
15. Advising for giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
16. Carry out any other functions contained in the Companies Act, 2013 (including Section 178) and/or equity listing agreements (if applicable), as and when amended from time to time;
17. Further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s); and
18. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

### **C) Nomination and Remuneration Committee**

The Nomination and Remuneration Committee has constituted by the Board of Directors at their meeting held on November 18, 2024 and re-constituted by them in their meeting held on July 14, 2025 in accordance with the Section 178 of the Companies Act 2013.

#### **Composition of Nomination and Remuneration Committee**

<b>Name of the Director</b>	<b>Status</b>	<b>Nature of Directorship</b>
Dharmendra Pawar	Chairman	Independent Director
Narender Tulsidas Kabra	Member	Independent Director
Siddharth Shankar Mahajan	Member	Independent Director

The Company Secretary and Compliance Officer of our Company acts as the Secretary to the Committee.

#### **Meeting of Nomination and Remuneration Committee and Relevant Quorum**

1. The Committee is required to meet at least once a year.
2. 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.



### **Role of Nomination and Remuneration Committee are:**

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may
  - a) Use the services of an external agencies, if required;
  - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
3. Consider the time commitments of the candidates. Formulation of criteria for evaluation of Independent Directors and the Board;
4. Devising a policy on Board diversity;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
8. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority.

### **D) CSR Committee**

The Corporate Social Responsibility Committee has constituted by the Board of Directors at their meeting held on November 18, 2024 in accordance with the Section 135 of the Companies Act, 2013 and rules made thereunder.

### **Composition of Corporate Social Responsibility Committee**

<b>Name of the Director</b>	<b>Status</b>	<b>Nature of Directorship</b>
Narender Tulsidas Kabra	Chairman	Independent Director
Sunil Maheshwari	Member	Managing Director
Anil Maheshwari	Member	Director

The scope and functions of the Corporate Social Responsibility Committee of our Company are in accordance with Section 135 of the Companies Act, 2013 and the applicable rules thereunder, and have been set out below:

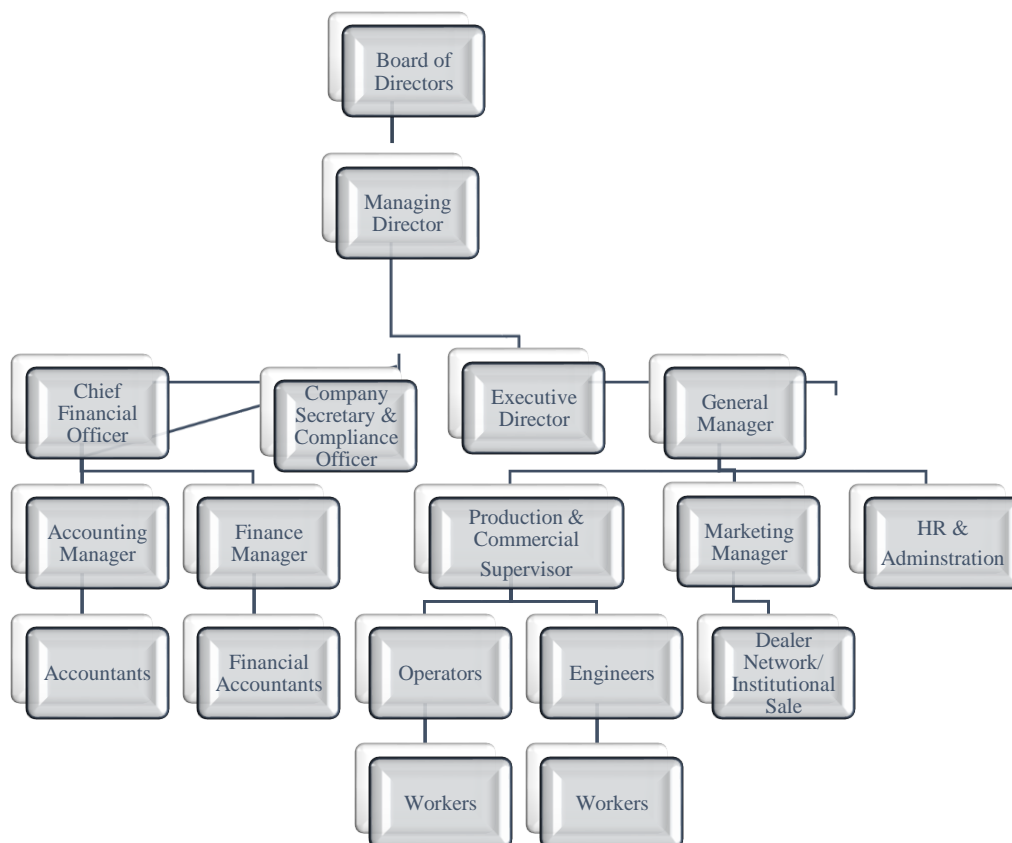
- 1) formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII of the Act;
- 2) formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:

- a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
  - b) the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4;
  - c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
  - d) monitoring and reporting mechanism for the projects or programmes; and e. details of need and impact assessment, if any, for the projects undertaken by the company;
- 3) recommend the amount of expenditure to be incurred on the CSR activities; and
  - 4) monitor the Corporate Social Responsibility Policy of the company from time to time.

## POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9(1) of the SEBI PIT Regulations will be applicable to our Company immediately upon the listing of its Equity Shares on the NSE Emerge. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchange. Further, Board of Directors on their meeting dated November 18, 2024 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

## ORGANISATIONAL STRUCTURE



## KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

### Details of Key Managerial Personnel of our Company as per the Companies Act 2013 -

#### Mr. Sunil Maheshwari



Mr. Sunil Maheshwari, aged 50, is the Promoter and Managing Director of our Company.

He has completed his degree in B. Com in the year of 1995, he possesses an experience of more than a decade in the manufacturing of paper-related products. His entrepreneurial acumen and expertise have cemented his reputation as a stalwart in the field.

Mr. Maheshwari being the first-generation entrepreneur incorporated our Company under the name and style of 'Aaradhya Disposal Industries Limited' in the year of 2014.

Mr. Maheshwari's expertise extends to the core operations of the business. He is actively engaged in the manufacturing process, ensuring that the production lines run smoothly and efficiently. His hands-on approach includes overseeing the installation and maintenance of machinery, which is crucial for maintaining high production standards and minimizing downtime. This involvement ensures that the company's products meet the highest quality standards, enhancing customer satisfaction and loyalty.

#### Mr. Anil Maheshwari



Mr. Anil Maheshwari, aged 46 years, is the Promoter, Director, and Chief Financial Officer of our Company.

He holds a Bachelor of Commerce (B. Com) degree, which he completed in 1999. He brings over a decade experience of spanning sales, technical accounting, financial advisory, and business development.

Since 2014, Mr. Maheshwari has been associated with our Company, where he oversees finance, sales and marketing activities, leveraging his extensive expertise to drive business growth and operational excellence.

#### Mrs. Surabhi Modi



Mrs. Surabhi Modi, aged 33 years, is the Company Secretary and Compliance Officer of our Company, has 7 years of experience in the field of secretarial matters. She became an Associate Member of Institute of Company Secretaries of India (ICSI) in May, 2017 and gained enrich experience in secretarial matters. She has also obtained the degree of Bachelors of Laws (LLB) in 2017 and B.com in 2013.

She has started his career with her own practice in the field of accounts, Tax Law & Audit and Corporate Laws. Thereafter, she has worked with Jie Lian Mobile India Private Limited., a leading company in trading and distribution of VIVO Mobile Phones and VIVO service Centers, as

Company Secretary and Legal Manager for four and a half years from November, 2019 to September, 2024

She is well known for her dedication, hard work and sincerity towards work. Her association with the organization will help to reach at its new heights of success.

#### SENIOR MANAGERIAL PERSONNEL (SMPs)

As on the date of this Red Herring Prospectus, our Company does not have any Senior Managerial Personnel (SMPs).

#### RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

There is no family relationship between the Key Managerial Personnel of our Company except as described below:

Name of Director/ KMP	Designation	Relation
Mr. Sunil Maheshwari	Promoter & Managing Director	Brother of Mr. Anil Maheshwari, our Promoter, Director & Chief Financial Officer.
Mr. Anil Maheshwari	Promoter, Director & Chief Financial Officer	Brother of Mr. Sunil Maheshwari, Promoter & Managing Director.

#### FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL

There is no family relationship between the Directors and the Key Managerial Personnel of our Company except as described below:

Name of Director/ KMPs	Designation	Relation
Mr. Sunil Maheshwari	Promoter & Managing Director	Brother of Mr. Anil Maheshwari, our Promoter, Director & Chief Financial Officer.
Mr. Anil Maheshwari	Promoter, Director & Chief Financial Officer	Brother of Mr. Sunil Maheshwari, our Promoter & Managing Director.
Mrs. Shashi Maheshwari	Promoter & Executive Director	Wife of Mr. Sunil Maheshwari, our Promoter & Managing Director and Sister-in-law of Mr. Anil Maheshwari, our Promoter, Director & Chief Financial Officer.

#### SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of the KMPs hold any Equity shares of our Company as on the date of this Red Herring Prospectus except the following:

Sr. No.	Name of KMPs	Designation	No. of Shares held
1.	Mr. Sunil Maheshwari	Managing Director	23,98,000
2.	Mr. Anil Maheshwari	Director & Chief Financial Officer	24,00,000
3.	Ms. Surabhi Modi	Company Secretary & Compliance Officer	-

#### BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any bonus or profit-sharing plan with any of the Key Managerial Personnel.

#### LOANS TO KEY MANAGERIAL PERSONNEL

No loans and advances have been given to the Key Managerial Personnel as on the date of this Red Herring Prospectus.

## INTEREST OF KEY MANAGERIAL PERSONNEL

The key managerial personnel of our Company do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any.

Except as disclosed in this Red Herring Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration, reimbursement of expenses, lease rent on vehicles and interest on loan, if any.

Our Key Managerial Personnel have no interest in any property acquired by our Company within two years of the date of this Red Herring Prospectus.

## CHANGES IN KEY MANAGERIAL PERSONNEL DURING LAST THREE (3) YEARS

The changes in the key managerial personnel in the last three years are as follows:

Name of Key Managerial Personnel	Designation	Date of Event	Reason
Mr. Sunil Maheshwari	Managing Director	November 15, 2024	Change in Designation as Managing Director
Mr. Anil Maheshwari	Chief Financial Officer	October 29, 2024	Appointment of Chief Financial Officer
Ms. Surabhi Modi	Company Secretary & Compliance Officer	October 29, 2024	Appointment of Company Secretary and Compliance Officer

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

## ESOP/ ESPS SCHEME TO EMPLOYEES

Presently, our company does not have any ESOP/ ESPS Scheme for employees.

## PAYMENT OR BENEFIT TO OUR OFFICERS



Except as disclosed in the chapter titled “*Restated Standalone Financial Statements*” beginning on page 207, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

## OUR PROMOTERS AND PROMOTER GROUP

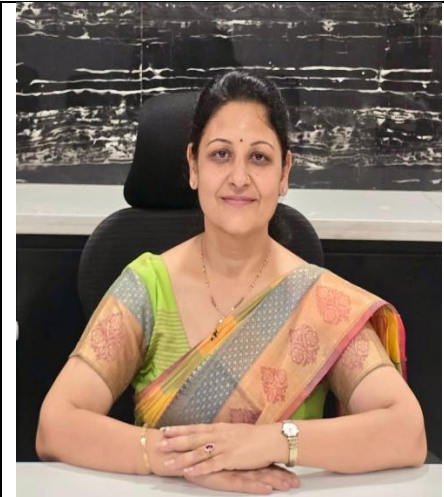
### OUR PROMOTERS

1. Mr. Sunil Maheshwari
2. Mr. Anil Maheshwari
3. Mrs. Shashi Maheshwari

### DETAILS OF OUR PROMOTERS

1. Mr. Sunil Maheshwari	
	<p><b>Mr. Sunil Maheshwari</b>, aged about 50 years, is the Promoter and Managing Director of our Company.</p> <p>For details of his educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, see the chapter titled “Our Management” beginning on page 179.</p> <p><b>Date of Birth:</b> February 07, 1975</p> <p><b>Nationality:</b> Indian</p> <p><b>PAN:</b> AGAPM5868Q</p> <p><b>Residential Address:</b> 15-B, Yashwant Colony, Moti Bunglow, Dewas, Madhya Pradesh-455001.</p>
2. Mr. Anil Maheshwari	
	<p><b>Mr. Anil Maheshwari</b>, aged about 46 years, is the Promoter &amp; Director and Chief Financial Officer of our Company.</p> <p>For details of his educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, see the chapter titled “Our Management” beginning on page 179.</p> <p><b>Date of Birth:</b> May 11, 1979</p> <p><b>Nationality:</b> Indian</p> <p><b>PAN:</b> AGVPM7363H</p> <p><b>Residential Address:</b> 15-B, Yashwant Colony, Moti Banglow, Near New Childrens Home School, Dewas, Madhya Pradesh-455001.</p>
3. Mrs. Shashi Maheshwari	
	<p><b>Mrs. Shashi Maheshwari</b>, aged about 49 years, is the Promoter and Executive Director of our Company.</p> <p>For details of her educational qualifications, experience, other directorships, positions / posts held in the past and other directorships and special achievements, see the chapter titled “Our Management” beginning on page 179.</p>



	<p><b>Date of Birth:</b> July 16, 1976</p> <p><b>Nationality:</b> Indian</p> <p><b>PAN:</b> AQRPM7258F</p> <p><b>Residential Address:</b> 15-B, Yashwant Colony, Moti Bunglow, Dewas, Madhya Pradesh-455001.</p>
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## DECLARATION

1. We confirm that the Permanent Account Number, Bank Account number, Passport number, Driving License number, Aadhaar Card number of our individual Promoters has been submitted to the Stock Exchange at the time of filing of the Draft Red Herring Prospectus with the Stock Exchange.
2. Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters or fraudulent borrowers by the RBI or any other governmental authority.
3. Our Promoters have not been declared as a fugitive economic offender under the provisions of Section 12 of the Fugitive Economic Offenders Act, 2018.
4. No violations of Securities Laws have been committed by our Promoters or members of our Promoter Group or any Group Companies/Entities in the past or is currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies/Entities (ii) the Companies/Entities with which any of our Promoters is or was 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.
5. Our Promoters are not and has never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

## 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 Red Herring Prospectus.

## EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer to the chapter titled “Our Management” beginning on page 179.

## INTEREST OF OUR PROMOTERS

Our Promoters do not have any interest in our Company except to the extent of remuneration, Interest on Loan, compensation payable/ paid, rents on properties owned by them or their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner,



and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please refer to the chapters titled “*Capital Structure*”, “*Restated Standalone Financial Statements*” and “*Our Management*” beginning on pages 73, 207 and 179 respectively.

Except as stated otherwise in this Red Herring Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters is directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company and development rights entered into by our Company other than in the normal course of business. For further details, please refer to the chapter titled “*Restated Standalone Financial Statements*” beginning on page 207.

#### ***Interest of Promoters in the Promotion of our Company***

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

#### ***Interest of Promoters in the Property of our Company***

Except as stated in the heading titled “*Immovable Properties*” under the chapter titled “*Our Business*” and “*Restated Standalone Financial Statements*” beginning on pages 161 and 207 respectively, our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Red Herring Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*” beginning on page 138 our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

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

Except as disclosed in the ‘Annexure-X’ titled “*Related Party Transactions*” in the chapter titled “*Restated Standalone Financial Statements*” beginning on page F-36, our Promoters are not interested as member of a firm or company where any sum has been paid or agreed to be paid to them or to such firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company.

#### ***Interest in our Company other than as Promoters***

Our Promoters, Mr. Sunil Maheshwari, Mr. Anil Maheshwari and Mrs. Shashi Maheshwari serve as the Managing Director, Director & CFO and Executive Director of our Company respectively, therefore, may deemed to be considered interested to the extent of any remuneration which shall be payable to them in such capacity. Except as mentioned in this chapter and the chapters titled “*Our Business*”, “*Our History and Certain Other Corporate Matters*”, “*Our Management*” and “*Restated Standalone Financial Statements*” beginning on pages 138, 173, 179 and 207 respectively, our Promoters do not have any other interest in our Company.

### **COMMON PURSUITS OF OUR PROMOTERS OR PROMOTER GROUP**

Our Promoters and the members of the Promoter Group collectively hold interest in Aaradhya Paper & Packaging Industries Private Limited, Food Pack Industries Private Limited and Maheshwari Disposal which are in the same line of business as that of our Company. There may be conflict of interest between the Company and the Promoter Group.

## PAYMENTS OR BENEFITS TO THE PROMOTERS OR PROMOTER GROUP DURING THE LAST TWO YEARS

Except as stated in the chapter titled “*Restated Standalone Financial Statements*” beginning on page 207, there has been no payment of benefits to our Promoters or Promoter Group during the two years preceding the date of this Red Herring Prospectus.

## MATERIAL GUARANTEES

Except as stated in the chapter titled “*Restated Standalone Financial Statements*” beginning on page 207, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

## DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Our Promoters have not disassociated themselves from any of the companies/ partnership firms during preceding three years.

## OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(pp) of SEBI (ICDR) Regulations includes the following persons:

### a) Natural persons who are part of our Individual Promoter Group:

The natural persons who are part of our Promoter Group (due to the relationship with our Promoters), other than the Promoters named above are as follows:

Sr. No.	Relationship	Mr. Sunil Maheshwari	Mr. Anil Maheshwari	Mrs. Shashi Maheshwari
1.	Father	Late Madanlal Maheshwari	Late Madanlal Maheshwari	Late. Krishan Valabh ji Maheshwari
2.	Mother	Mrs. Kalabai Maheshwari	Mrs. Kalabai Maheshwari	Mrs. Munnadevi
3.	Spouse	Mrs. Shashi Maheshwari	Mrs. Ritu Maheshwari	Mr. Sunil Maheshwari
4.	Brother	Mr. Anil Maheshwari	Mr. Sunil Maheshwari	-
5.	Sister	1. Ms. Mamta Soni 2. Ms. Sheela Tapadia	1. Ms. Mamta Soni 2. Ms. Sheela Tapadia	1. Ms. Usha M Somani 2. Ms. Asha Devi Rathi 3. Ms. Nisha Maheshwari 4. Ms. Seema Maheshwari
6.	Children	Saloni Maheshwari	1. Aaradhya Maheshwari* 2. Samayra Maheshwari*	Saloni Maheshwari
7.	Spouse Father	Late Krishan Valabh ji Maheshwari	Mr. Mahesh R Somani	Late Madanlal Maheshwari
8.	Spouse Mother	Mrs. Munnadevi	Mrs. Pushpa Maheshwari	Mrs. Kalabai Maheshwari

9.	Spouse Brother	-	Mr. Akhilesh Maheshwari	-
10.	Spouse Sister	1. Ms. Usha M Somani 2. Ms. Asha Devi Rathi 3. Ms. Nisha Maheshwari 4. Ms. Seema Maheshwari	1. Ms. Biyani Rupali 2. Ms. Shikha Mishra	1. Ms. Mamta Soni 2. Ms. Sheela Tapadia

*\*minor as on date of filing of this Red Herring Prospectus.*

**b) Companies related to our Promoter Company:**

Nature of Relationship	Name of Entities
Subsidiary or holding company of Promoter Company	NA*
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	NA*
Any Body corporate in which a group or individuals or companies or combinations thereof which hold 20% or more of the equity share capital in that body corporate also hold 20% or more of the equity share capital of the Issuer.	NA*

*\*Our Company does not have any promoter company.*

**c) Companies, Proprietary concerns, HUF's related to our promoters**

Nature of Relationship	Name of Entities
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member.	1. Aaradhya Paper & Packaging Industries Private Limited 2. Food Pack Industries Private Limited
Any Body corporate in which Body Corporate as provided above holds twenty percent or more of the equity share capital.	N.A.
Any Hindu Undivided Family or Firm in which the aggregate shareholding of the promoters and his immediate relatives is equal to or more than twenty percent.	Maheshwari Disposal (Proprietorship)

For further details, please refer to the chapter titled “Group Entities” beginning on page 201.

**OUTSTANDING LITIGATIONS**

There is no other outstanding litigation against our Promoters except as disclosed in the section titled “Risk Factors” and chapter titled “Outstanding Litigations and Material Developments” beginning on pages 27 and 230 respectively.

**RELATED PARTY TRANSACTIONS**

Except as disclosed in the “Annexure-X” titled “Related Party Transactions” under the chapter titled “Restated Standalone Financial Statements” beginning on page F-36, our Company has not entered any related party transactions with our Promoters.

## OUR GROUP ENTITIES

In terms of the SEBI ICDR Regulations and applicable accounting standards, “Group Entities” of our Company includes:

- a) the Companies (other than the promoters and subsidiaries) with which there were related party transactions as per the Restated Standalone Financial Statements; and
- b) other companies considered material by the Board of directors of the relevant Issuer Company.

Accordingly, pursuant to the resolution passed by our Board at its meeting held on November 18, 2024, group companies of our Company shall include:

- the companies with which there were related party transactions as per the Restated Standalone Financial Statements during any of the last three financial years in respect of which the Restated Standalone Financial Statements are included in this Red Herring Prospectus as covered under the relevant accounting standard (i.e. AS -18) have been considered as group companies/entities in terms of the SEBI ICDR Regulations;
- companies forming part of the Promoter Group with whom the Company has entered into related party transactions during the last completed financial year which cumulatively exceeds 10% of the total revenue of our Company for the last completed financial year as per the Restated Standalone Financial Statements.
- all such entities which are deemed to be material by the Board of Directors.

Accordingly, in terms of the policy adopted by our Board for determining group entities, our Board has identified the following entities as our Group Entities:

### **Our Group Entities as on the date of this Red Herring Prospectus:**

1. Aaradhya Paper & Packaging Industries Private Limited
2. Food Pack Industries Private Limited
3. Maheshwari Disposal (Proprietorship)
4. Sri Kriscon Industries (Proprietorship)

In accordance with the SEBI ICDR Regulations, certain financial information in relation to our group entities for the previous three financial years, extracted from their respective audited financial statements (as applicable) are available at the website of our Company.

## **DETAILS OF OUR GROUP ENTITIES**

### **1. AARADHYA PAPER & PACKAGING INDUSTRIES PRIVATE LIMITED (“APPIPL”)**

The Company was incorporated on August 26, 2020 under the provisions of the Companies Act, 2013 bearing Corporate Identification Number U21094MP2020PTC052500. The PAN of the Company is AATCA9284G and the Registered Office of the Company is situated at 15-B, Yashwant Colony, Moti Bunglow, Dewas, Madhya Pradesh-455001, India.

#### **Main Objects of the APPIPL:**

To Manufacture, process, buy, sell, trading, import, export, job work, marketing, promotion, distribution, maintenance, repair or otherwise deal in all kinds of paper packaging containers including cartons, boxes and cases wholly or partly made of papers, boards, wood for packing requisite of every kind and description.

#### **Capital Structure**

As on the date of this Red Herring Prospectus, the Authorised Share Capital of APPIPL is Rs. 4,90,00,000 divided into 49,00,000 equity shares of face value of Rs.10 each. The issued, subscribed and paid-up equity share capital of APPIPL is Rs. 4,90,00,000 divided into 49,00,000 equity shares of face value of Rs.10 each.

## Financial Performance:

The brief financial details of APPIPL derived from its audited financial statements for Fiscals 2024, 2023 and 2022 are set forth below:

(Rs. in Lakhs)

Particulars	For the Financial Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Share Capital	490.00	490.00	490.00
Reserves and Surplus	92.56	(25.12)	(37.24)
Net Worth	582.56	464.88	452.76
Total Revenue (including other income)	2,043.43	1,694.87	1,011.28
Profit/ (Loss) after Tax	117.68	12.12	(37.24)
Basic and Diluted Earnings per Share	2.40	0.25	(0.76)
Net Asset Value Per Share	11.89	9.49	9.24

## Shareholding Pattern

The shareholders of APPIPL holding more than 5% as on the date of this Red Herring Prospectus are mentioned below: -

Sr. No.	Name of Shareholders	No. of Shares	Percentage (%)
1.	Saloni Maheshwari	4,10,000	8.37
2.	Anil Maheshwari	21,30,000	43.47
3.	Ritu Maheshwari	22,00,000	44.90
	<b>Total</b>	<b>47,40,000</b>	<b>96.74</b>

## Board of Directors

The Directors of APPIPL as on the date of this Red Herring Prospectus are as follows:

Name	DIN	Designation
Anil Maheshwari	06684862	Director
Saloni Maheshwari	08850073	Director
Sonali Rathi	09331389	Director

## Nature and extent of interest of our Promoters

Our Promoters & Promoter Group hold approx. 96.74% interest in APPIPL and hold directorship in the Company.

## Other Confirmations

- As on the date of this Red Herring Prospectus, APPIPL is an unlisted private limited company and it has not made any public issue (including any rights issue to the public) in the preceding three financial years.
- The Company is neither a sick company nor is under winding up.
- There are no defaults in meeting any statutory/ bank/ institutional dues.
- No proceedings have been initiated for economic offences against the Company.

## 2. FOOD PACK INDUSTRIES PRIVATE LIMITED (“FPIPL”)

The Company was incorporated on August 07, 2017 under the provisions of the Companies Act, 2013 bearing Corporate Identification Number U25190MP2017PTC043897. The PAN of the Company is AADCF1718J and the Registered Office of the Company is situated at 15-B, Yashwant Colony, Moti Bunglow, Dewas, Madhya Pradesh-455001, India.

## Main Object of the FPIPL:

- To Manufacture, process, buy, sell, trading, import, export, job work, marketing, promotion, distribution or otherwise deal in all kind of Packaging boxes made of paper, plastic, wooden and Corrugated boxes, Paper boxes whether Printed, Laminated, Coated, Uncoated etc., and all types of Paper bags, paper sheets and any articles made thereof.

## Capital Structure

As on the date of this Red Herring Prospectus, the Authorised Share Capital of FPIPL is Rs. 2,00,00,000 divided into 20,00,000 equity shares of face value of Rs.10 each. The issued, subscribed and paid-up equity share capital of FPIPL is Rs. 1,00,00,000 divided into 10,00,000 equity shares of face value of Rs.10 each.

## Financial Performance:

The brief financial details of FPIPL derived from its audited financial statements for Fiscal 2024, 2023 and 2022 are set forth below:

(Rs. in Lakhs)

Particulars	For the Financial Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	100.00	100.00	100.00
Reserves and Surplus	202.22	173.63	146.05
Net Worth	302.22	273.63	246.05
Total Revenue (including other income)	3,332.38	2,829.28	3,821.02
Profit/ (Loss) after Tax	28.59	27.58	48.74
Basic and Diluted Earnings per Share	2.86	2.76	4.87
Net Asset Value Per Share	30.22	27.36	24.61

## Shareholding Pattern

The equity shareholders of FPIPL holding more than 5% as on the date of this Red Herring Prospectus are mentioned below: -

Sr. No.	Name of Shareholders	No. of Shares	Percentage (%)
1.	Anil Maheshwari	5,00,000	50.00
2.	Kalabai Maheshwari	5,00,000	50.00
	<b>Total</b>	<b>10,00,000</b>	<b>100.00</b>

## Board of Directors

The Directors of FPIPL as on the date of this Red Herring Prospectus are as follows:

Name	DIN	Designation
Anil Maheshwari	06684862	Director
Kalabai Maheshwari	07846026	Director

## Nature and extent of interest of our Promoters

Our Promoters & Promoter Group hold 100% interest in FPIPL and hold directorship in the Company.

## Other Confirmations

- As on the date of this Red Herring Prospectus, FPIPL is an unlisted private limited Company and it has not made any public issue (including any rights issue to the public) in the preceding three financial years.
- The Company is neither a sick Company nor is under winding up.
- There are no defaults in meeting any statutory/ bank/ institutional dues.

d) No proceedings have been initiated for economic offences against the Company.

### 3. MAHESHWARI DISPOSAL (the “Proprietorship”)

Maheshwari Disposal, the Proprietorship is owned by Ms. Ritu Maheshwari spouse of Mr. Anil Maheshwari (Promoter of our company), commenced its business from September 05, 2013. The Registered Office of the Proprietorship is situated at 46/1, Bada Bazar, Rajwarda, Dewas, Madhya Pradesh-455001, India and bearing GST No. 23AIRPM0538L1ZZ. The PAN of the Proprietor is AIRPM0538L.

#### Nature of Business:

The Proprietorship is engaged into the Trading of paper and paper products.

#### Key Financials:

The brief financial details of Maheshwari Disposal for Fiscal 2024, 2023 and 2022 are set forth below:

(Rs. in Lakhs)

Particulars	For the Financial Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Capital Account	317.72	307.39	186.63
Total Sales	1,417.23	1,460.48	769.29
Net Profit	20.15	14.69	15.28

### 4. SRI KRISCON INDUSTRIES (“SKI” or the “Proprietorship”)

Sri Kriscon Industries, the Proprietorship is owned by Mr. Chetanya Soni, (Son of Mr. Ajay Soni and Ms. Mamta Soni, members of our Promoter Group) commenced its business from March 23, 2017. The Registered Office of the Proprietorship is situated at E-6, Industrial Area No. 1, Dewas-455001, Madhya Pradesh, India and bearing GST No. 23DZAPS6347N1ZU. The PAN of the Proprietor is DZAPS6347N.

Our Company has given the corporate guarantee of Rs. 10 Crore towards working capital requirement availed by Sri Kriscon Industries.

#### Nature of Business:

The Proprietorship is engaged in the manufacturing of paper boxes.

#### Key Financials:

The brief financial details of Sri Kriscon Industries for Fiscal 2024, 2023 and 2022 are set forth below:

(Rs. in Lakhs)

Particulars	For the Financial Year ended on		
	March 31, 2024	March 31, 2023	March 31, 2022
Capital Account	406.74	252.38	374.98
Total Sales	3,466.90	3,064.58	2,591.75
Net Profit	155.59	58.97	50.76

### INTEREST OF GROUP ENTITIES

None of our Group Entities have any interest in the promotion of our Company.

None of our Group Entities are interested in the properties acquired by our Company in the three years preceding the filing of this Red Herring Prospectus or proposed to be acquired by our Company.



None of our Group Entities are interested in any transactions for the acquisition of land, construction of building or supply of machinery etc.

#### **COMMON PURSUITS AMONG GROUP ENTITIES WITH OUR COMPANY**

Our Group Entities Aaradhya Paper & Packaging Industries Private Limited, Food Pack Industries Private Limited, Maheshwari Disposal and Sri Kriscon Industries, are engaged in the similar line of business as our Company as on the date of filing of this Red Herring Prospectus. Our Company has not yet adopted measures for mitigating such conflict situations which may arise in the future.

Further, some of our Group Entities may be empowered under their respective constitutional documents, to undertake a similar line of business, currently there is no conflicting interest arising out of such the common pursuits. We shall adopt necessary procedures and practices as permitted by law to address any instances of conflict of interest, if and when they may arise.

#### **RELATED BUSINESS TRANSACTION WITHIN THE GROUP ENTITIES AND SIGNIFICANCE ON FINANCIAL PERFORMANCE OF OUR COMPANY**

For details pertaining to business transactions, of our Company with our Group Entities, please refer to the “Annexure-X” titled “*Related Party Transactions*” under the chapter titled “*Restated Standalone Financial Statements*” beginning on page F- 36.

#### **BUSINESS INTEREST OF GROUP ENTITIES**

Except in the ordinary course of business and as stated in the “Annexure-X” titled “*Related Party Transactions*” under the chapter titled “*Restated Standalone Financial Statements*” beginning on page F- 36, our Group Entities do not have any business interest in our Company.

#### **LITIGATION**

Except as disclosed in the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 230, there has been no material litigation in the group entities, which may directly or indirectly affect our Company.

#### **CONFIRMATIONS**

Our Group Entities do not have any securities listed on any stock exchange. Further, our Group Entities have 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 Red Herring Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company has not yet adopted dividend distribution policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

## SECTION VII – FINANCIAL INFORMATION

### RESTATED STANDALONE FINANCIAL STATEMENTS

Sr. No.	Particulars	Page No.
1.	Restated Standalone Financial Statements	F-1 to F-47

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED  
FINANCIAL INFORMATION**

To,

**The Board of Directors of**

**AARADHYA DISPOSAL INDUSTRIES LIMITED,**

Plot E-1, Industrial Area No.1,

A.B. Road, Dewas,

Madhya Pradesh-455001

Dear Sir,

Reference: - Proposed Public Issue of Equity Shares of **AARADHYA DISPOSAL INDUSTRIES LIMITED**

We have examined the attached Restated Standalone Financial Statement of **AARADHYA DISPOSAL INDUSTRIES LIMITED** (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024, and March 31, 2023, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the year ended March 31, 2025, March 31, 2024, and March 31, 2023, the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Statement) as approved by the Board of Directors in their meeting held on June 12, 2025 for the purpose of inclusion in the Red Herring Prospectus/Prospectus ("Offer Document") in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared in terms of the requirement of:-

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")

The Company's Board of Directors is responsible for the preparation of the Restated Standalone Financial Statement for the purpose of inclusion in the offer document to be filed with Stock Exchange, and Registrar of Companies, of relevant state in connection with the proposed IPO. The Restated Standalone Financial Statements have been prepared by the management of the Company for the year ended on March 31, 2025, March 31, 2024, and March 31, 2023 on the basis of notes to restatement in note IV to the Restated Standalone Financial Statement. The Board of Directors of the company's responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statement.

We have examined such Restated Standalone Financial Statement taking into consideration:

- a) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- b) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and
- c) The requirements of Section 26 of the Companies Act 2013 and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

This Restated Standalone Financial Statements have been compiled by the management from:

- a) Audited financial statements of the company as at and for the year ended on March 31, 2025, March 31, 2024, and March 31, 2023 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India,

For the purpose of our examination, we have relied on:

- a) Auditors' Report issued by the Auditor S R A M & Co. Dated 02<sup>nd</sup> June 2025, M S Rathi & Associates Dated 02<sup>nd</sup> August, 2024, and M/s Nidhi M Rathi & Co. Dated 21<sup>th</sup> August, 2023, for the year ended March 31, 2025, March 31, 2024, and March 31, 2023 respectively.
- b) We have also conducted a Re-Audit of the financial statements for the financial year 2023–24.

The modification in restated financials were carried out based on the modified reports, if any, issued by Statutory Auditor which is giving rise to modifications on the financial statements as at and for the year ended March 31, 2025, March 31, 2024, and March 31, 2023.

- a) The Restated Standalone Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;

- b) The Restated Standalone Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;

- c) Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;

- d) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this report;

- e) Adjustments in Restated Financial Statement have been made in accordance with the correct accounting policies,

- f) There was no change in accounting policies, which needs to be adjusted in the Restated Standalone Financial Statement, except -:

- 1) Accounting of retirement benefits was accounted on as per valuation certificate given by the LIC and also, they were contributing basis of the premium installment given by the LIC in the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023, however during the restatement Company has accounted such retirement benefits basis as per AS-15(Revised) actuarial valuation certificate.

- g) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statement

- h) The Company has not paid dividend during FY 2022-23 to FY 2024-25 .

In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that

- a) The "Restated Statement of Assets and Liabilities" as set out in Annexure I to this report, of the Company as at March 31, 2025, March 31, 2024, and March 31, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

- b) The "Restated Statement of Profit and Loss" as set out in Annexure II to this report, of the Company for Financial year ended March 31, 2025, March 31, 2024, and March 31, 2023 is prepared by the Company and approved by the Board of Directors. These Restated Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

c) The “Restated Statement of Cash Flow” as set out in Annexure III to this report, of the Company for Financial year ended March 31, 2025, March 31, 2024, and March 31, 2023 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 individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure IV to this Report.

We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for Financial year ended March 31, 2025, March 31, 2024, and March 31, 2023 proposed to be included in the Offer Document for the proposed IPO.

Restated Statement of Share Capital, Reserves and Surplus	Annexure-A
Restated Statement of Long Term and Short - Term Borrowings/ Statement of principle Term of Secured loan and Assets charges as security and Statement of term & Condition of unsecured Loans.	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of long-term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E
Restated Statement of Other Current Liabilities and short-term Provisions	Annexure-F
Restated Statement of Property, Plant and Equipment and Intangible Assets	Annexure-G
Restated Statement of Long-Term Loans and Advances	Annexure-H
Restated Statement of Non-Current Assets	Annexure-I
Restated Statement of Inventory	Annexure-J
Restated Statement of Trade Receivables	Annexure-K
Restated Statement of Cash & Cash Equivalents	Annexure-L
Restated Statement of Short-Term Loans and Advances	Annexure-M
Restated Statement of Other Current Assets	Annexure-N
Restated Statement of Turnover	Annexure-O
Restated Statement of Non- Operating Income	Annexure-P
Restated Statement of Cost of Material Consumed and Purchases of Stock in Trade	Annexure-Q
Restated Statement of Changes in Inventories	Annexure-R
Restated Statement of Employee Benefits Expenses	Annexure-S
Restated Statement of Finance Cost	Annexure-T
Restated Statement of Depreciation & Amortization	Annexure-U
Restated Statement of Other Expenses	Annexure-V
Restated Statement of Mandatory Accounting Ratios	Annexure-W
Restated Statement of Related Party Transaction	Annexure-X
Restated Statement of Capitalization	Annexure-Y
Restated Statement of Tax Shelter	Annexure-Z
Restated Statement of Contingent Liabilities	Annexure-AA
Restated Statement of Other Financial Ratio	Annexure-AB
Others Notes	Annexure AC
Significant Accounting Policy and Notes to The Restated financial Statements	Annexure IV
Material Adjustment to the Restated Financial	Annexure V

In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

We, M/s. S R A M & Co, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate is valid as on the date of signing of this report.

The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.

The 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.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

In our opinion, the above Financial Statements along with Annexure A to AC of this report read with the respective Significant Accounting Policies and Notes to Restated Financial as set out in Annexure IV and V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, ICDR Regulations, Engagement Letter and Guidance Note issued by ICAI.

Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

Yours faithfully,

**For, S R A M & Co.**

**FRN: 0008244C**

**Peer Review Number: 014379**

Chartered Accountants

**CA SANJAY AGRAWAL**

(Partner)

**Membership No: 076979**

**Date: June 12, 2025**

**Place: Ujjain**

**UDIN: 25076979BMHUAM8034**



**AARADHYA DISPOSAL INDUSTRIAL LIMITED**

Plot E-1, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh-455001

CIN.: U21098MP2014PLC032173

Email: [cfo@aaradhyadisposalindustriesltd.com](mailto:cfo@aaradhyadisposalindustriesltd.com),Website: [www.aaradhyadisposalindustries.in](http://www.aaradhyadisposalindustries.in)

<b>Annexure I</b>					
<b>RESTATED STATEMENT OF ASSETS AND LIABILITIES</b>					
<i>(Amount in lakhs)</i>					
<b>PARTICULARS</b>		<b>Annexure No.</b>	<b>As at</b>		
			<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>				
1.	Shareholders' Funds				
(a)	Share Capital	A	1,025.00	499.00	499.00
(b)	Reserves & Surplus		1,921.59	1,169.10	770.52
	<b>Total Equity</b>		<b>2,946.59</b>	<b>1,668.10</b>	<b>1,269.52</b>
2	Non-Current Liabilities				
(a)	Long Term Borrowings	B, B(A) and B(B)	1,166.20	1,446.15	1,656.86
(b)	Deferred Tax Liabilities (Net)	C	103.64	67.67	-
(c)	Long Term Provisions	D	-	-	-
	<b>Total Non-Current Liabilities</b>		<b>1,269.84</b>	<b>1,513.82</b>	<b>1,656.86</b>
3	Current Liabilities				
(a)	Short Term Borrowings	B, B(A) and B(B)	2,799.88	3,073.70	2,317.97
(b)	Trade Payables				
(i)	total outstanding dues of micro enterprises and small enterprises; and	E	702.99	586.20	453.14
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises.		85.38	21.65	194.94
(c)	Other Current Liabilities	F	109.76	130.50	284.53
(d)	Short Term Provisions		393.80	127.28	77.20
	<b>Total Current Liabilities</b>		<b>4,091.81</b>	<b>3,939.33</b>	<b>3,327.78</b>
	<b>Total (1+2+3)</b>		<b>8,308.25</b>	<b>7,121.25</b>	<b>6,254.15</b>
<b>B)</b>	<b>ASSETS</b>				
1.	Non-Current Assets				
(a)	Property, Plant & Equipment and Intangible Assets	G			
	i) Property Plant & Equipment		2,632.19	2,879.08	829.65
	ii) Intangible Assets		-	-	-
	iii) Capital Work in Progress		0.00	0.00	1,611.11
			<b>2,632.19</b>	<b>2,879.08</b>	<b>2,440.76</b>
(b)	Non-Current Investment		-	-	-
(c)	Deferred Tax Assets (Net)	C	-	-	38.74
(d)	Long Term Loans and Advances	H	-	-	-
(e)	Other Non-Current Assets	I	18.12	18.50	18.29
			<b>18.12</b>	<b>18.50</b>	<b>57.03</b>
2.	Current Assets				
(a)	Current Investments		-	-	-
(b)	Inventories	J	2,286.81	1,513.78	1,794.65

(c)	Trade Receivables	K	2,283.51	1,550.78	1,608.23
(d)	Cash and Bank Balances	L	7.59	41.47	1.35
(e)	Short-Term Loans and Advances	M	420.63	458.24	352.13
(f)	Other Current Assets	N	659.39	659.39	-
	<b>Total Current Assets</b>		<b>5,657.93</b>	<b>4,223.67</b>	<b>3,756.36</b>
	<b>Total (1+2)</b>		<b>8,308.24</b>	<b>7,121.25</b>	<b>6,254.15</b>
Note: The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated financial Statement (Annexure IV & V, Annexure X to AC) are an integral part of this statement.					

As per our report of even date

**For S R A M & Co.**  
Chartered Accountants  
FRN: 0008244C

**For and on behalf of the Board**  
**Aaradhya Disposal Industries Limited**

Sd/-  
**Sunil Maheshwari**  
Managing Director  
DIN-02611461

Sd/-  
**Shashi Maheshwari**  
Director  
DIN-06780841

Sd/-  
**CA Sanjay Agrawal**  
M. No. 076979  
(Partner)

Sd/-  
**Mrs. Surabhi Modi**  
Company Secretary  
Membership No. 51301

Sd/-  
**Anil Maheshwari**  
Chief Financial Officer  
DIN-06684862

Date: June 12, 2025  
Place: Ujjain  
UDIN:- 25076979MHUAM8034

Place: Dewas, MP, India  
Date: June 12, 2025

**AARADHYA DISPOSAL INDUSTRIAL LIMITED**

Plot E-1, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh-455001

CIN.: U21098MP2014PLC032173

Email: [cfo@aaradhyadisposalindustriesltd.com](mailto:cfo@aaradhyadisposalindustriesltd.com),Website: [www.aaradhyadisposalindustries.in](http://www.aaradhyadisposalindustries.in)

Annexure II					
RESTATED STATEMENT OF PROFIT AND LOSS					
(Amount in lakhs)					
PARTICULARS			For the Year ended on		
			31-03-2025	31-03-2024	31-03-2023
1	Revenue From Operation	O	11,369.15	7,393.48	8,414.63
2	Other Income	P	226.48	197.78	236.42
3	Total Income (1+2)		11,595.63	7,591.26	8,651.05
4	Expenditure				
(a)	Cost of Material Consumed	Q	9,779.80	6,218.82	7,997.89
(b)	Changes in inventories of Stock in trade	R	(681.18)	126.11	(607.87)
(c)	Employee Benefit Expenses	S	167.15	105.80	111.68
(d)	Finance Cost	T	288.50	179.45	195.57
(e)	Depreciation and Amortisation Expenses	U	245.90	138.89	148.22
(f)	Other Expenses	V	306.35	200.79	546.02
5	Total Expenditure 4(a) to 4(f)		10,106.52	6,969.86	8,391.52
6	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)		1,489.10	621.40	259.53
7	Exceptional item		0	0	0
8	Profit/(Loss) Before Tax (6-7)		1,489.10	621.40	259.53
9	Tax Expense:				
(a)	Tax Expense for Current Year		425.75	116.40	84.92
(b)	MAT Credit Entitlement			-	-
(c)	Short/(Excess) Provision of Earlier Year		-	-	-
(d)	Deferred Tax Liabilities/(Assets)		35.97	106.41	(39.87)
	Net Current Tax Expenses		461.72	222.81	45.05
10	<b>Profit/(Loss) for the Year (8-9)</b>		<b>1,027.39</b>	<b>398.59</b>	<b>214.48</b>
11	<b>Earnings per equity shares (Face Value of Rs. 10 each)</b>				
i	Basic (In Rs.)		10.14	3.99	2.15
ii	Diluted (In Rs.)		10.14	3.99	2.15

As per our report of even date

**For S R A M & Co.**  
Chartered Accountants  
FRN: 0008244C

**For and on behalf of the Board**  
**Aaradhya Disposal Industries Limited**

Sd/-  
**Sunil Maheshwari**  
Managing Director  
DIN-02611461

Sd/-  
**Shashi Maheshwari**  
Director  
DIN-06780841

Sd/-  
**CA Sanjay Agrawal**  
M. No. 076979  
(Partner)

Sd/-  
**Mrs. Surabhi Modi**  
Company Secretary  
Membership No. 51301

Sd/-  
**Anil Maheshwari**  
Chief Financial Officer  
DIN-06684862

Date: June 12, 2025  
Place: Ujjain  
UDIN:- 25076979MHUAM8034

Place: Dewas, MP, India  
Date: June 12, 2025

**AARADHYA DISPOSAL INDUSTRIAL LIMITED**

Plot E-1, Industrial Area No.1, A.B. Road, Dewas, Madhya Pradesh-455001

CIN.: U21098MP2014PLC032173

Email: [cfo@aaradhyadisposalindustriesltd.com](mailto:cfo@aaradhyadisposalindustriesltd.com),Website: [www.aaradhyadisposalindustries.in](http://www.aaradhyadisposalindustries.in)

<b>Annexure III</b>			
<b>RESTATED CASH FLOW STATEMENT</b>			
<i>(Amount in Lakhs)</i>			
<b>PARTICULARS</b>	<b>For the Year ended on</b>		
	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
A) Cash Flow from Operating Activities:			
Net Profit before tax	1,489.10	621.40	259.53
<b>Adjustment for:</b>			
Depreciation	245.90	138.89	148.22
Finance Cost	288.50	179.45	195.57
Bad Debts Written off	-	0.11	0.25
Payment of Gratuity to LIC Fund	(2.35)	(0.30)	(2.23)
Provision for Gratuity Expenses	1.56	0.34	(0.05)
Provision for Bonus Net of payment	0.93		
Provision for CSR Net of Payment	0.39	-	-
Interest Income	(1.32)	(1.29)	(0.76)
(Profit)/loss on sale of Fixed Assets	(1.25)	-	(151.38)
<b>Operating profit before working capital changes</b>	<b>2,021.44</b>	<b>938.60</b>	<b>449.17</b>
Changes in Working Capital			
(Increase)/Decrease in Current Investment	-	-	-
(Increase)/Decrease in Inventory	(773.03)	280.87	(294.03)
(Increase)/Decrease in Trade Receivables	(732.73)	57.34	(165.37)
(Increase)/Decrease in Short Term Loans & Advances	37.61	(106.11)	481.16
(Increase)/Decrease in Other Current Assets	-	(659.39)	-
Increase/(Decrease) in Trade Payables	180.52	(40.23)	(35.12)
Increase/(Decrease) in Fixed Deposits Under Lien	(4.68)	-	-
Increase/(Decrease) in Other Current Liabilities	(22.05)	(154.04)	(268.74)
Increase/(Decrease) in Long-term Provisions	-	-	-
Increase/(Decrease) in Short Term Provisions	-	-	-
<b>Cash generated from operations</b>	<b>707.09</b>	<b>317.03</b>	<b>167.06</b>
Less: - Income Taxes paid	(159.23)	(66.32)	(51.56)
<b>Net cash flow from operating activities (A)</b>	<b>547.86</b>	<b>250.71</b>	<b>115.50</b>
B) Cash Flow from Investing Activities:			
Purchase of Fixed Assets including of CWIP	(6.49)	(577.23)	(1,631.96)
Sale of Fixed Assets	8.75	-	493.95
Long term Investment made/Sold during the year	-	-	-
Increase/(Decrease) in Long Term Loans and Advances & Non-Current Assets	1.17	(0.25)	0.58
Interest Income	1.32	1.29	0.76
<b>Net cash flow from investing activities (B)</b>	<b>4.74</b>	<b>(576.18)</b>	<b>(1,136.67)</b>
C) Cash Flow from Financing Activities:			
Proceeds from Issue of Share Capital	251.10	-	-
Receipts of Share Application money pending allotment	-	-	-
Increase/(Decrease) in Short Term Borrowings	(273.82)	755.74	791.28

Increase/(Decrease) in Long Term Borrowings		(279.95)	(210.71)	418.83
Finance Cost		(288.50)	(179.45)	(195.57)
Net cash flow from financing activities ©		(591.17)	365.59	1,014.52
Net Increase/(Decrease) In Cash & Cash Equivalents (A+B+C)		(38.56)	40.11	(6.65)
Cash and Cash equivalents at the beginning of the year		41.47	1.35	7.99
Cash and Cash equivalents at the end of the year		2.90	41.47	1.35
Notes: -				
1.	Component of Cash and Cash equivalents			
	Cash on hand	0.74	1.02	1.35
	Balance With banks	2.17	40.45	-
	Other Bank Balance (As per AS -3)	-	-	-
		2.90	41.47	1.35
2	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			
Note: The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated financial Statement (Annexure IV & V, Annexure X to AC) are an integral part of this statement.				

As per our report of even date

**For S R A M & Co.**  
Chartered Accountants  
FRN: 0008244C

**For and on behalf of the Board**  
**Aaradhya Disposal Industries Limited**

Sd/-  
**Sunil Maheshwari**  
Managing Director  
DIN-02611461

Sd/-  
**Shashi Maheshwari**  
Director  
DIN-06780841

Sd/-  
**CA Sanjay Agrawal**  
M. No. 076979  
(Partner)

Sd/-  
**Mrs. Surabhi Modi**  
Company Secretary  
Membership No. 51301

Sd/-  
**Anil Maheshwari**  
Chief Financial Officer  
DIN-06684862

Date: June 12, 2025  
Place: Ujjain  
UDIN:- 25076979MHUAM8034

Place: Dewas, MP, India  
Date: June 12, 2025

<b>Part A: Statement of Restatement Adjustments to Audited Financial Statements</b>			
Reconciliation between audited profit and restated profit			
<i>(Amounts in lakhs)</i>			
<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>Net Profit/(loss) after Tax as per audited accounts but before adjustments for restated accounts:(a)</b>	<b>987.78</b>	<b>463.98</b>	<b>213.33</b>
Add: Gratuity Payment accounted in Salary of Employees			
Less: Provision for Gratuity booked as per AS -15(Revised)	0.79	(0.04)	2.27
Short/(Excess) Provision for Deferred Tax Assets	2.10	(16.24)	3.24
(Short)/Excess Provision for Income Tax related to current year	(48.27)	(6.57)	(0.65)
(Short)/Excess Provision for Depreciation	-	0.00	(0.00)
(Short)/Excess Adjustment of MAT	-	(13.57)	-
Short/(Excess) Adjustment of Capital Subsidy receivable	(47.15)	(28.27)	75.42
(Short)/Excess prior period Duty Draw back claim adjustment		(5.06)	5.06
(Short)/Excess prior period Remission of Duties & Taxes on Export receivable	(0.28)	(3.52)	3.80
(Short)/Excess Adjustment of Foreign Exchange Gain/(loss) on FCTL & NWDL loan	119.55	4.92	(78.83)
(Short)/Excess Adjustment of Foreign Exchange (Gain)/loss on Debtors	-	(11.14)	4.32
(Short)/Excess Adjustment of Foreign Exchange (Gain)/loss on Advances from Debtors	-	6.51	(6.12)
(Short)/Excess Provision for Income Tax related to earlier years	12.88	7.57	(7.37)
Net Adjustment in Profit and Loss Account (b)	39.61	(65.40)	1.14
<b>Net Profit/(Loss) After Tax as per Restated Accounts: (a+b)</b>	<b>1,027.39</b>	<b>398.58</b>	<b>214.47</b>
<b>Net Profit/(Loss) After Tax as per Restated Accounts:</b>	<b>1,027.39</b>	<b>398.59</b>	<b>214.48</b>
<b>Difference</b>	<b>0.00</b>	<b>0.00</b>	<b>0.01</b>
<b>Part B: Reconciliation between total audited Reserve &amp; Surplus and total restated Reserve &amp; Surplus</b>			
<b>Total Audited Reserve &amp; Surplus</b>			
<b>Particulars</b>	<b>31-03-25</b>	<b>31-03-24</b>	<b>31-03-23</b>
Total Reserve & Surplus as per audited accounts but before adjustments for restated accounts: (a)	1,973.96	1,261.08	797.09
Add: Cumulative Adjustment made in Statement of Profit and Loss Account	(39.22)	(78.83)	(13.43)
Adjustment with the Opening Reserves as on 01-04-2020	(13.16)	(13.16)	(13.16)
Net Adjustment in Profit and Loss Account (b)	(52.37)	(91.98)	(26.58)
<b>Total Reserve &amp; Surplus as per Restated Accounts: (a+b)</b>	<b>1,921.59</b>	<b>1,169.10</b>	<b>770.52</b>
<b>Total Equity as per Restated Accounts:</b>	<b>1,921.59</b>	<b>1,169.10</b>	<b>770.52</b>
	0.00	0.00	0.00



ANNEXURE – A			
RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS			
(Amount in lakhs, except Share Data)			
Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>A) Share Capital</b>			
<b>Authorised Share Capital</b>			
No. of Equity shares of face value of Rs.10/- each	1,40,00,000	50,00,000	50,00,000
Equity Share Capital of face value of Rs.10/- each	1,400.00	500.00	500.00
<b>Issued, Subscribed and Paid-up Share Capital</b>			
No of Equity Shares of face value of Rs. 10/- each fully paid up	1,02,50,000	49,90,000	49,90,000
Equity Share Capital of Face value of Rs 10/- each	1,025.00	499.00	499.00
<b>Total</b>	<b>1,025.00</b>	<b>499.00</b>	<b>499.00</b>
<b>B) Reserves and Surplus</b>			
<b>(i) Surplus in Profit and Loss account</b>			
Opening Balance as on period/year ended	1,154.10	755.52	541.03
Profit for the Year	1,027.39	398.59	214.48
Less: Reduction on account of Bonus Issue of Equity Shares	(499.00)	-	-
<b>Closing Balance as on period/year ended</b>	<b>1,682.49</b>	<b>1,154.10</b>	<b>755.52</b>
<b>(ii) Capital Reserve</b>			
Balance as per last financial statement	15.00	15.00	15.00
Increase during the year	-	-	-
Decrease During the year	-	-	-
<b>Closing Balance</b>	<b>15.00</b>	<b>15.00</b>	<b>15.00</b>
<b>(iii) Security Premium</b>			
Balance as per last financial statement	-	-	-
Increase during the year through private allotment under 62(i) (c) @premium of Rs. 83/- per share	224.10	-	-
<b>Closing Balance</b>	<b>224.10</b>	<b>-</b>	<b>-</b>
<b>Total Reserve &amp; Surplus (i+ii+iii)</b>	<b>1,921.59</b>	<b>1,169.10</b>	<b>770.52</b>
<b>1. Terms/rights attached to equity shares:</b>			
(i) The company has issued Bonus shares 1:1 to existing shareholder on July 08, 2024 by passing the resolution.			
(ii) The company has allotted share through private allotment u/s 62(i) (c) of 2,70,000 shares @ 93/- each on premium of Rs. 83/- through private placement by passing the resolution dated 09th August 2024. The company has allotted 2,70,000/- shares through private placement by passing the resolution dated 2nd September, 2024.			
(iii) The company has only one class of equity shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, if any.			
(iv) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.			
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.			
3. Company does not have any Revaluation Reserve.			
4. The reconciliation of the number of Equity shares outstanding as at: -			
<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>

Number of shares (Face value Rs 10) at the beginning Period/year	49,90,000	49,90,000	49,90,000
Add: Fresh Issue of Equity Shares (Face value Rs 10)	2,70,000	-	-
Add: Bonus Issue of Equity Shares (Face value Rs 10)	49,90,000	-	-
Less: Buy Back of Equity shares (Face value Rs 10)	-	-	-
Number of shares (Face value Rs 10) at the end of Period/year	<b>1,02,50,000</b>	<b>49,90,000</b>	<b>49,90,000</b>
5. The detail of shareholders holding more than 5% of Total Equity Shares: -			
<b>Name of Shareholders</b>	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
Smt. Shashi Maheshwari	51,80,000	25,90,000	25,90,000
Mr Sunil Maheshwari	23,98,000	12,00,000	12,00,000
Mr Anil Maheshwari	24,00,000	12,00,000	12,00,000
6. Shares held by promoters at the end of the respective year is as under			
<b>6a) Shares held by promoters at the year ended 31st March, 2025</b>			
<b>Promoter Name</b>	<b>No. of Shares (Face Value Rs. 10/- each)</b>	<b>% of total shares</b>	<b>% Change during the year</b>
Smt. Shashi Maheshwari	51,80,000	50.54%	-2.63%
Mr Sunil Maheshwari	23,98,000	23.40%	-2.72%
Mr Anil Maheshwari	24,00,000	23.41%	-2.63%
<b>Total</b>	<b>99,78,000</b>		
<b>6b) Shares held by promoters at the year ended 31st March, 2024</b>			
<b>Promoter Name</b>	<b>No. of Shares (Face Value Rs. 10/- each)</b>	<b>% of total shares</b>	<b>% Change during the year</b>
Smt. Shashi Maheshwari	25,90,000	51.90%	0.00%
Mr Sunil Maheshwari	12,00,000	24.05%	0.00%
Mr Anil Maheshwari	12,00,000	24.05%	0.00%
<b>Total</b>	<b>49,90,000</b>		
<b>6c) Shares held by promoters at the end of the year 31st March 2023</b>			
<b>Promoter Name</b>	<b>No. of Shares (Face Value Rs. 10/- each)</b>	<b>% of total shares</b>	<b>% Change during the year</b>
Smt. Shashi Maheshwari	25,90,000	51.90%	0.00%
Mr Sunil Maheshwari	12,00,000	24.05%	0.00%
Mr Anil Maheshwari	12,00,000	24.05%	0.00%
<b>Total</b>	<b>49,90,000</b>		
7. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

<b>ANNEXURE – B</b>			
<b>RESTATED STATEMENT OF LONG TERM AND SHORT-TERM BORROWINGS</b>			
<i>(Amount in lakhs)</i>			
<b>Particulars</b>	<b>As at</b>		
	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>Long Term Borrowings (Secured)</b>			
<b>(a) Term loans</b>			
From Bank & Financial Institutions	846.68	1,161.64	1,280.12

Sub-total (a)	846.68	1,161.64	1,280.12
<b>(b) Loans and advances from related parties &amp; shareholders (Unsecured)</b>			
From Directors	44.62	11.51	17.24
From Relatives	274.90	273.00	354.50
From Body Corporate	-	-	-
<b>Sub-total (b)</b>	<b>319.52</b>	<b>284.51</b>	<b>371.74</b>
<b>(c) Loans and advances from others (Unsecured)</b>			
From Others	-	-	5.00
<b>Sub-total (c)</b>	<b>-</b>	<b>-</b>	<b>5.00</b>
<b>Total (a+b+c)</b>	<b>1,166.20</b>	<b>1,446.15</b>	<b>1,656.86</b>
<b>Short Term Borrowings</b>			
<b>Secured</b>			
<b>Loan Repayable on Demand</b>			
(a) From Banks	2,506.69	2,680.23	1,936.94
<b>Subtotal (a)</b>	<b>2,506.69</b>	<b>2,680.23</b>	<b>1,936.94</b>
(b) Current Maturities of Long-Term Debt	293.19	393.47	381.03
<b>Sub Total (b)</b>	<b>293.19</b>	<b>393.47</b>	<b>381.03</b>
<b>Total (a+b)</b>	<b>2,799.88</b>	<b>3,073.70</b>	<b>2,317.97</b>
<b>Note:</b> 1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III. 2. List of persons/entities classified as 'Promoters' and 'Promoter Group' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete. 3. The terms and conditions and other information in respect of Secured Loans are given in Annexure -B (A) 4. The terms and conditions and other information in respect of Unsecured Loans are given in Annexure - B (B)			

ANNEXURE – B(A)																	
RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED TERMS LOANS AND ASSETS CHARGED AS SECURITY																	
(Amount in lakhs)																	
Name of Lender	Name of Loan	Purpose of Credit	Sanctioned Amount	Rate of interest	Prime Securities	Re-Payment Schedule			Moratorium	Outstanding amount as						Current Maturities	
						No of EMI (No of Months)	EMI Amount (Rs. In Lakhs)	EMI Start and ending Date		31-03-2025	31-03-2024	31-03-2023		28-02-2025	31-03-2024	31-03-2023	31-03-2022
Axis Bank	Term loan-2	Procurement of Machinery	469.00	Repo +2.25 %	Hypothecation of Plant & Machinery and entire Movable Fixed Assets	78.00	5.930	EMI beginning from September 2016 to September	-	-	-	34.90	Axis Bank-TL-2	-	-	34.90	71.16

					situat ed at plot no.E- 1 situat ed at Indus trial Area No.1, A.B road, Dewa s.			202 3									
Axis Bank	Term loan-4	For settin g of manu factur ing of Poly Lacti c Acid, coate d	525.0 0	Repo +2.25 %(Bas ed on SOFR )	Mova ble Fixed Asset s at plot no.E- 1,E-2 situat ed at	1.0 0	-	Single inst allm ent due on 31th Ma y,20 25	60.0 0	7.95	7.9 5	7.95	Axis Bank-TL- 4	-	-	-	-
Axis Bank	FCTL loan- 919060 082030 372	cups, paper sheet s			Indus trial Area No.1, A.B road, Dewa s.	84. 00	7.95	31th Oct ober 202 3 to 31th	12.0 0	9.70	123 .04	242.6 7	Axis Bank- FCTL loan	17.66	95.45	47.73	-

								Oct ober 203 0									
Axis Bank	Term loan-5	Procu reme nt of Mach inery	1,000 .00	Repo +2.25 %(Bas ed on SOFR )	Mach inery & Provi ded be low	96. 00	11.9 0	31th Oct ober 202 3 to 31th Oct ober 203 0	12.0 0	11.99	13. 41	999.9 5	FCTL loan-1000 lakhs	142.86	142.86	142.86	71.43
Axis Bank	FCTL loan									816.06	961 .44	-					
Axis Bank	Term loan-6	Procu reme nt of Mach inery	112.0 0	Repo +2.25 %	Mach inery - coati ng mach ine	56. 00	1.96	30th Sept emb er 202 3 to 30th Jun e 202 8	3.00	74.44	98. 02	-	Axis Bank- TL- 6	23.58	23.58	-	-
Axis Bank	WCTL loan	WCT L- Work ing	370.0 0	Repo +2.25 %	Hypo theca tion of entire	36. 00	10.2 8	31th July 202 1 to 30th	12.0 0	-	30. 83	154.1 7	Axis Bank- WCTL	-	30.84	123.34	123.34

		Capital			Current Assets			June 2024									
Axis Bank	WCTL loan	WCTL-Working Capital	187.00	Repo +2.25 %	Hypothecation of entire Current Assets	36.00	5.20	30th November 2023 to 30th October 2026	24.00	98.60	161.00	187.00	Axis Bank-WCTL	62.40	62.40	26.00	
Axis Bank	CC Loan	CC-Working Capital	1925 *	Repo +2.25 %	Hypothecation of entire Current Assets	Repayable on Demand				1,061.97	1,779.11	990.78					
Axis Bank	NWCL Loan	Part of WCTL-working	Sub limit of CC							923.79	901.12	888.62					



		capital															
Axis Bank	Term loan-7	Construction of Building	150.00	Repo +2.25 %	Movable Fixed Assets at plot no.E-1,E-2 situated at Industrial Area No.1, A.B road, Dewas.	56.00	2.63	30th September 2023 to 30th June 2028	3.00	99.48	131.06	-	Axis Bank-TL-7	31.58	31.58	-	-
Yes Bank	EPFC account	Working Capital	385.00	Margin-10%	Mentioned below	180 days		Repayable on Demand		384.91	-	-					
Yes Bank	Overdraft	Working	4.00		Secured by Fixed	12 months		Repayable		-	-	-					

		Capital			Deposit (105 % amount of loan) - 4.50 Lakhs			on Demand									
Axis Bank	Current Account	Working Capital (Overdraft due to Cheque Issued but not Presented)								136.02	-	57.54					
Kotak Mahindra Bank	Car loan	Vehicle loan	78.00	8.12%	Against Vehicle	60.00	1.59	5th June 2017 to 5th Ma	N.A.	-	-	-	Kotak Mahindra-Car loan		-	-	6.25

								y 202 2									
Axis Bank	Car loan	Vehic le loan	36.00	8.50%	Agai nst Vehic le	60. 00	0.74	1st Jan uary 202 3 to 1st Dec emb er 202 7	N.A.	21.64	28. 35	34.51	Axis Bank-Car loan	5.42	6.76	6.21	-
<b>Total</b>										<b>3,646.56</b>	<b>4,2 35. 34</b>	<b>3,598. 08</b>	<b>Total Current Maturitie s</b>	<b>283.49</b>	<b>393.47</b>	<b>381.03</b>	<b>272.18</b>

ANNEXURE – B(B)							
RESTATED STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS							
(Amount in Lakhs)							
A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities.							
Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.							
Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as		
					31-03-2025	31-03-2024	31-03-2023
Ritu Maheshwari	Business Loan	NIL	Payable on Demand	NA	271.00	271.00	352.50
Sunil Maheshwari	Business Loan	NIL	Payable on Demand	NA	19.42	0.71	2.74
Anil Maheshwari	Business Loan	NIL	Payable on Demand	NA	8.50	-	-
Shashi Maheshwari	Business Loan	NIL	Payable on Demand	NA	16.70	10.80	14.50
Saloni Maheshwari	Business Loan	NIL	Payable on Demand	NA	3.90	2.00	2.00
Zircon Paperware Private Limited	Business Loan	NIL	Payable on Demand	NA	-	-	-
Manoj Auto Finance Ltd	Business Loan	13.20%	Payable on Demand	NA	-	-	5.00
<b>Total</b>					<b>319.52</b>	<b>284.51</b>	<b>376.74</b>

ANNEXURE – C			
RESTATED STATEMENT OF DEFERRED TAX ASSETS/ (LIABILITIES)			
(Amounts in lakhs)			
Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Major Components of deferred tax arising on account of timing differences are:</b>			
Timing Difference Due to Depreciation	(362.35)	(242.46)	140.08
Deferred Tax Assets/(Liabilities) (A)	(105.51)	(67.45)	38.97
Provision of Gratuity as at the year end	(1.58)	(0.80)	(0.84)
Timing Difference Due to Gratuity Expenses	(1.58)	(0.80)	(0.84)
Deferred Tax Assets/(Liabilities) (B)	(0.46)	(0.22)	(0.23)
Provision of Outstanding Bonus as at the year end	3.51	-	-
Timing Difference Due to Bonus Expenses	3.51	-	-
Deferred Tax Assets/(Liabilities) (B)	1.02	-	-
Provision of Doubtful Debts as at the year end	4.51	-	-
Timing Difference Due to Gratuity Expenses	4.51	-	-
Deferred Tax Assets/(Liabilities) (B)	1.31	-	-
<b>Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B)</b>	<b>(103.64)</b>	<b>(67.67)</b>	<b>38.74</b>

**Note:** The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

<b>MOVEMENT OF DEFERRED TAX ASSETS/ (LIABILITIES)</b>				
<i>(Amount in Lakhs)</i>				
<b>Particulars</b>	<b>For the Year Ended</b>			
	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>	<b>31-03-2022</b>
Net WDV as Per Companies Act	2,632.19	2,879.08	829.65	1,248.09
Net WDV As per Income Tax Act	2,269.84	2,636.63	969.73	1,242.58
Timing Difference Due to Depreciation	(362.35)	(242.46)	140.08	(5.51)
<b>Deferred Tax Assets/(Liabilities) (A)</b>	<b>(105.51)</b>	<b>(67.45)</b>	<b>38.97</b>	<b>(1.53)</b>
Provision of Gratuity as at the year end	(1.58)	(0.80)	(0.84)	1.44
Timing Difference Due to Gratuity Expenses	(1.58)	(0.80)	(0.84)	1.44
<b>Deferred Tax Assets/(Liabilities) (B)</b>	<b>(0.46)</b>	<b>(0.22)</b>	<b>(0.23)</b>	<b>0.40</b>
Provision of Outstanding Bonus as at the year end	3.51	-	-	-
Timing Difference Due to Bonus Expenses	3.51	-	-	-
<b>Deferred Tax Assets/(Liabilities) (B)</b>	<b>1.02</b>	<b>-</b>	<b>-</b>	<b>-</b>
Provision of Doubtful Debts as at the year end	4.51	-	-	-
Timing Difference Due to Gratuity Expenses	4.51	-	-	-
<b>Deferred Tax Assets/(Liabilities) (B)</b>	<b>1.31</b>	<b>-</b>	<b>-</b>	<b>-</b>
Cumulative Balance of Deferred Tax Liability/(Assets) (Net) (A-B)	(103.64)	(67.67)	38.74	(1.13)
Opening Deferred Tax Liability	(67.67)	38.74	(1.13)	(21.18)
Debited/(Credit) to Restated Statement of Profit and Loss Account	35.97	106.41	(39.87)	(20.05)

<b>ANNEXURE – D</b>			
<b>RESTATED STATEMENT OF LONG-TERM PROVISIONS</b>			
<i>(Amount in lakhs)</i>			
<b>Particulars</b>	<b>As at</b>		
	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>Provision for Employee Benefits</b>			
Provision for Gratuity	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Note:</b> 1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

<b>ANNEXURE – E</b>	
<b>RESTATED STATEMENT OF TRADE PAYABLES</b>	
<i>(Amount in lakhs)</i>	
<b>Particulars</b>	<b>As at</b>

	31-03-2025	31-03-2024	31-03-2023
<b>Trade Payables</b>			
<b>For Goods &amp; Services</b>			
*Dues of micro enterprises and small enterprises	702.99	586.20	453.14
Others	85.38	21.65	194.94
<b>Total</b>	<b>788.37</b>	<b>607.85</b>	<b>648.08</b>
* Dues of micro enterprises and small enterprises includes medium category of trade payables as well.			
Trade Payable Includes Dues to Related Party	306.10	560.68	0.00
<b>Notes:</b> 1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III. 2. The Company has the process of identification of 'suppliers' registered under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006, by obtaining confirmations from all suppliers. The above disclosure has been extracted from the Audited financial Statements of the Company from the respective year. 3. Ageing of the Supplier, along with any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed below after it becomes due for payment. In case of no credit terms defined the break-up of age wise supplier balance is given below after considering from the date of transactions.			

<b>Trade Payables ageing schedule: As at 31st March 2025</b>					
<i>(Amount in lakhs)</i>					
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) MSME	702.99	-	-	-	702.99
(ii) Others	85.38	-	-	-	85.38
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Trade Payables ageing schedule: As at 31st March 2024</b>					
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) MSME	542.67	43.53	-	-	586.20
(ii) Others	21.65	-	-	-	21.65
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
<b>Trade Payables ageing schedule: As at 31st March, 2023</b>					
<b>Particulars</b>	<b>Outstanding for following periods from due date of payment</b>				
	<b>Less than 1 year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>More than 3 years</b>	<b>Total</b>
(i) MSME	453.14	-	-	-	453.14
(ii) Others	194.94	-	-	-	194.94
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

<b>ANNEXURE – F</b>
<b>RESTATED STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT-TERM PROVISIONS</b>
<i>(Amount in lakhs)</i>

Particulars	As At		
	31-03-2025	31-03-2024	31-03-2023
<b>Other Current Liabilities</b>			
Accrued Interest but not due	9.69	-	1.54
Statutory Payables	6.75	3.07	3.67
Advances Received from Customers	21.15	71.43	132.67
Creditors against Capital Goods	16.83	28.18	95.33
Director Salary Payable	13.01	4.30	3.89
Provision for expenses	32.50	17.07	44.88
Salary Payable to Staff	9.83	6.45	2.55
<b>Total</b>	<b>109.76</b>	<b>130.50</b>	<b>284.53</b>
<b>Short Term Provisions</b>			
Provision for Gratuity Expenses net of assets fund	-	-	-
Provision for Income Tax (Net of TDS, Advance Tax)	393.80	127.28	77.20
<b>Total</b>	<b>393.80</b>	<b>127.28</b>	<b>77.20</b>
<b>Notes:</b> The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			



Annexure-G										
(Amount in lakhs)										
Restated Statement of Property, Plant & Equipment and Intangible Assets										
FY 2022-23										
Name of Assets	Gross Block				Depreciation and Amortization			Net Block		
	As on 01-04- 2022	Addition During the year	Deduction During the year	As on 31-03- 2023	As on 01-04- 2022	for the year	Deducti on during the year	As on 31-03- 2023	As on 31-03- 2023	As on 31-03- 2022
<b>Property, Plant and Equipment</b>										
Land	5.23	-	-	5.23	-	-	-	-	5.23	5.23
Factory Building	645.39	-	-	645.39	208.23	41.53	-	249.76	395.63	437.16
Plant & Machinery	1,565.89	14.75	714.31	866.33	787.63	92.28	371.74	508.17	358.15	778.26
Electrical Installation & Equipment's	30.80	-	-	30.80	23.16	2.05	-	25.20	5.60	7.64
Furniture & Fixtures	15.96	5.82	-	21.79	12.08	1.07	-	13.15	8.63	3.88
Office Equipment	7.52	3.56	-	11.08	7.16	0.32	-	7.48	3.59	0.36
Computer	4.82	4.85	-	9.67	4.41	1.89	-	6.30	3.37	0.41
Vehicles	93.41	43.36	-	136.77	78.27	9.07	-	87.34	49.43	15.14
<b>Intangible Assets-</b>										
Software	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>2,369.03</b>	<b>72.35</b>	<b>714.31</b>	<b>1,727.06</b>	<b>1,120.94</b>	<b>148.22</b>	<b>371.74</b>	<b>897.42</b>	<b>829.64</b>	<b>1,248.09</b>
<b>Capital Work-in progress</b>	<b>51.50</b>	<b>1,609.11</b>	<b>49.50</b>	1,611.11	-	-	-	-	1,611.11	51.50
<b>Total Assets Including CWIP</b>	<b>2,420.53</b>	<b>1,681.46</b>	<b>763.81</b>	<b>3,338.17</b>	<b>1,120.94</b>	<b>148.22</b>	<b>371.74</b>	<b>897.42</b>	<b>2,440.75</b>	<b>1,299.59</b>
<b>Previous Year</b>	2,660.21	49.96	289.64	2,420.53	1,089.08	233.91	202.05	1,120.94	1,299.59	1,571.13
FY 2023-24										
Name of Assets	Gross Block				Depreciation and Amortization			Net Block		
	As on	Addition	Deduction	As on	As on	for the		As on	As on	As on

	01-04-2023	During the year	During the year	31-03-2024	01-04-2023	Year	Deducti on during the year	31-03-2024	31-03-2024	31-03-2023
<b>Property, Plant and Equipment</b>										
Land	5.23	-	-	5.23	-	-	-	-	5.23	5.23
Factory Building	645.39	230.54	-	875.93	249.76	38.78	-	288.55	587.38	395.63
Plant & Machinery	866.33	1,931.25	-	2,797.57	508.17	71.16	-	579.33	2,218.24	358.15
Electrical Installation & Equipments	30.80	24.96	-	55.76	25.20	6.90	-	32.10	23.66	5.60
Furniture & Fixtures	21.79		-	21.79	13.15	2.23	-	15.39	6.40	8.63
Office Equipment	11.08	0.50	-	11.58	7.48	1.78	-	9.27	2.32	3.59
Computer	9.67	1.08	-	10.76	6.30	2.59	-	8.90	1.86	3.37
Vehicles	136.77	-	-	136.77	87.34	15.44	-	102.78	34.00	49.43
<b>Intangible Assets-</b>										
Software	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,727.06</b>	<b>2,188.34</b>	<b>-</b>	<b>3,915.39</b>	<b>897.42</b>	<b>138.89</b>	<b>-</b>	<b>1,036.31</b>	<b>2,879.08</b>	<b>829.64</b>
<b>Capital Work-in progress</b>	<b>1,611.11</b>	<b>-</b>	<b>1,611.11</b>	<b>0.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00</b>	<b>1,611.11</b>
<b>Total Assets Including CWIP</b>	<b>3,338.17</b>	<b>2,188.34</b>	<b>1,611.11</b>	<b>3,915.40</b>	<b>897.42</b>	<b>138.89</b>	<b>-</b>	<b>1,036.31</b>	<b>2,879.08</b>	<b>2,440.75</b>
<b>Previous Year</b>	<b>2,420.53</b>	<b>1,681.46</b>	<b>763.81</b>	<b>3,338.17</b>	<b>1,120.94</b>	<b>148.22</b>	<b>371.74</b>	<b>897.42</b>	<b>2,440.75</b>	<b>1,299.59</b>
<b>FY 2024-25</b>										
Name of Assets	Gross Block				Depreciation and Amortization			Net Block		
	As on	Addition	Deduction	As on	As on	for the	Deducti on during the year	As on	As on	As on
	01-04-2024	During the year	During the year	31-08-2024	01-04-2024	Year		31-08-2024	31-08-2024	31-03-2024
<b>Property, Plant and Equipment</b>										
Land	5.23	-	-	5.23	-			-	5.23	5.23
Factory Building	875.93	-	-	875.93	288.55	55.80	-	344.35	531.58	587.38
Plant & Machinery	2,797.57	6.22	58.62	2,745.18	579.33	169.37	51.12	697.58	2,047.60	2,218.24

Electrical Installation & Equipments	55.76	-	-	55.76	32.10	6.19	-	38.30	17.47	23.66
Furniture & Fixtures	21.79	-	-	21.79	15.39	1.66	-	17.05	4.74	6.40
Office Equipment	11.58	-	-	11.58	9.27	1.04	-	10.31	1.27	2.32
Computer	10.76	0.28	-	11.03	8.90	1.22	-	10.12	0.91	1.86
Vehicles	136.77	-	-	136.77	102.78	10.62	-	113.39	23.38	34.00
<b>Intangible Assets-</b>										
Software	-	-		-	-			-	-	-
<b>Total</b>	<b>3,915.39</b>	<b>6.49</b>	<b>58.62</b>	<b>3,863.27</b>	<b>1,036.31</b>	<b>245.90</b>	<b>51.12</b>	<b>1,231.09</b>	<b>2,632.19</b>	<b>2,879.08</b>
<b>Capital Work-in progress</b>	<b>0.00</b>	-	-	0.00	-	-	-	-	0.00	0.00
<b>Total Assets Including CWIP</b>	<b>3,915.40</b>	<b>6.49</b>	<b>58.62</b>	<b>3,863.27</b>	<b>1,036.31</b>	<b>245.90</b>	<b>51.12</b>	<b>1,231.09</b>	<b>2,632.19</b>	<b>2,879.09</b>
<b>Previous Year</b>	3,338.17	2,188.34	1,611.11	3,915.40	897.42	138.89	-	1,036.31	2,879.08	2,440.75

ANNEXURE – H			
RESTATED STATEMENT OF LONG-TERM LOANS AND ADVANCES			
(Amount in lakhs)			
Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Unsecured, Considered Good unless otherwise stated			
Security Deposit	-	-	-
Gratuity (Fund Net of Liability-Long Term)	0.00	0.00	0.00
<b>Total</b>	-	-	-
Notes:			
1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE – I			
RESTATED STATEMENT OF NON - CURRENT ASSETS			
(Amount in lakhs)			
Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Unsecured, Considered Good unless otherwise stated			
Security Deposits	17.46	17.93	17.85
Fixed Deposits held more than 12 months against deposits	0.45	0.45	0.40
Interest Accrued but not due deposits	0.21	0.12	0.04
<b>Total</b>	<b>18.12</b>	<b>18.50</b>	<b>18.29</b>
Notes:			
1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE – J			
RESTATED STATEMENT OF INVENTORIES			
(Amount in lakhs)			
Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Raw Materials , Stores n Spares & Packing Material	219.71	127.85	282.61
Finished Goods	1,036.04	797.99	195.98
Work-in Progress	1,031.06	587.94	1,316.06
<b>Total</b>	<b>2,286.81</b>	<b>1,513.78</b>	<b>1,794.65</b>
1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE – K			
RESTATED STATEMENT OF TRADE RECEIVABLES			
(Amount in lakhs)			
Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Outstanding for a period exceeding six months (Unsecured and considered Good)</b>			
From Directors/Promoters/Promoter Group/Associates/Relatives of Directors/ Group Companies.	-	-	-
Others	15.86	376.60	102.64
<b>Outstanding for a period not exceeding 6 months (Unsecured and considered Good)</b>			
From Directors/Promoters/Promoter Group/Associates/Relatives of Directors/ Group Companies.	-	-	7.22
Others	2,272.16	1,174.19	1,498.37
Less: Provision for Bad and Doubtful debts	4.51	-	-
<b>Total</b>	<b>2,283.51</b>	<b>1,550.78</b>	<b>1,608.23</b>
<p>1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.</p> <p>2. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.</p> <p>3. In the Opinion of management, there is no accounts receivable balances which requires provision towards bad and doubtful debts as on the end of respective year.</p> <p>4. Ageing of the Trade receivable, along with any amount involved in disputes, if any as required by Schedule III of Companies Act, 2013 is disclosed as below. Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.</p>			

Trade Receivables ageing schedule as at 31st March 2025						
(Amount in Lakhs)						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	2272.16	0.83	0	-	-	2,272.99
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	15.03	15.03
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-
Less: - Provision for doubtful debts	-	-	-	-	(4.51)	(4.51)
Trade Receivables ageing schedule as at 31st March 2024						
(Amount in Lakhs)						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	731.13	332.92	471.68	0.02	-	1,535.75
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-

(iii) Disputed trade receivables considered good	-	-	-	-	15.03	15.03
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-
<b>Trade Receivables ageing schedule as at 31st March 2023</b>						
<i>(Amount in Lakhs)</i>						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	1,506.75	80.55	1.15	2.24	3.40	1,594.10
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	14.13	14.13
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

<b>ANNEXURE – L</b>			
<b>RESTATED STATEMENT OF CASH &amp; BANK BALANCES</b>			
<i>(Amount in lakhs)</i>			
Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>A) Cash and Cash Equivalents: (as per Accounting Standard 3: Cash flow Statements)</b>			
Balances with Banks in Current Accounts	2.17	40.45	-
Cash on Hand (As certified and verified by Management)	0.74	1.02	1.35
<b><u>B) Other Bank Balances</u></b>			
Fixed Deposits (Refer Note 1)	4.68	-	-
<b>Total</b>	<b>7.59</b>	<b>41.47</b>	<b>1.35</b>
1. According to management, fixed deposit includes FD under lien of working capital lender against FD-overdraft limit issued by the Yes Bank Limited. 2. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

<b>ANNEXURE – M</b>			
<b>RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES</b>			
<i>(Amount in lakhs)</i>			
Particulars	As at		
	1-03-2025	31-03-2024	31-03-2023
<b>Unsecured, Considered Good unless otherwise stated</b>			
Capital Advance against Machine	-	-	-
Advances to Vendors	19.27	36.32	24.74
Balance With Revenue Authorities	358.32	414.99	319.45
Loans and advances to related parties	-	-	-
Loans and Advances to Employees	0.22	1.40	2.87
Gratuity Fund Value Net of Provision	1.58	0.80	0.84

Prepaid Expenses	9.02	4.74	4.24
IPO Expenses	32.23	-	-
<b>Total</b>	<b>420.63</b>	<b>458.24</b>	<b>352.13</b>

Notes

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
2. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
3. The Company has not given any loans and advances to promoters, Directors, KMP's and other related parties during the above period.

ANNEXURE – N			
RESTATED STATEMENT OF OTHER CURRENT ASSETS			
(Amount in lakhs)			
Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Insurance Claim Receivables	659.39	659.39	-
<b>Total</b>	<b>659.39</b>	<b>659.39</b>	<b>-</b>

Notes:

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.
2. Event of Fire took place in FY 2023-24, and Still the Insurance claim is pending for realisation. In view of management, the value on realisation will not be less than the receivable recorded as above.

ANNEXURE – O			
RESTATED STATEMENT OF TURNOVER			
(Amount in lakhs)			
Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
(i) turnover of products Manufactured by the issuer; and	11,306.80	7,305.51	8,129.10
(ii) turnover in respect of products not normally dealt in by the issuer but included in (i) above	-	-	-
(iii) Other Operating Revenue	62.35	87.98	285.53
<b>Total</b>	<b>11,369.15</b>	<b>7,393.48</b>	<b>8,414.63</b>

Notes:

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

ANNEXURE – P			
RESTATED STATEMENT OF OTHER NON-OPERATING INCOME			
(Amount in lakhs)			
Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
Interest Income on FDR	0.28	0.11	0.01
Duty Draw Back claim received	15.83	9.24	5.06



Scrap claim which burn in fire	0.00	8.11	0.00
Rate differences on Sales	0.00	28.09	0.00
Udhyog Capital Subsidy	194.89	122.57	75.42
Profit /(Loss) on Sale of Fixed Assets	1.25	0.00	151.38
Interest received from MPPKVVCL	1.04	1.18	0.75
Interest received from others	0.00	0.00	0.00
Foreign Exchange Gain/(loss)	0.00	21.90	0.00
Remission of Duty and Taxes on Export	13.16	6.57	3.80
Sundry Balances Written off	0.02	0.00	0.00
<b>Total</b>	<b>226.48</b>	<b>197.78</b>	<b>236.42</b>
% of Other Income with Profit Before Tax	15.21%	31.83%	91.09%
Note 1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE – Q			
RESTATED SATATMENT OF PURCHASE OF STOCK IN TRADE			
(Amount in lakhs)			
Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>Cost of Material Consumed</b>			
Opening Stock of Raw Material	127.85	282.61	596.45
Add: Purchases of Raw Material	9,871.66	6,064.07	7,684.05
Less: Closing Stock of Raw Material	219.71	127.85	282.61
<b>Total</b>	<b>9,779.80</b>	<b>6,218.82</b>	<b>7,997.89</b>
Notes : 1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE – R			
RESTATED STATEMENT OF CHANGES IN INVENTORIES			
(Amount in lakhs)			
Particulars	for the year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>Closing Inventories</b>			
Finished Goods	1,036.04	797.99	195.98
Work-in Progress	1,031.06	587.94	1,316.06
<b>Sub Total (A)</b>	<b>2,067.10</b>	<b>1,385.93</b>	<b>1,512.04</b>
<b>Opening Inventories</b>			
Finished Goods	797.99	195.98	437.95
Work-in Progress	587.94	1,316.06	466.22
<b>Sub Total (B)</b>	<b>1,385.93</b>	<b>1,512.04</b>	<b>904.17</b>
<b>Changes in Inventories</b>	<b>(681.18)</b>	<b>126.11</b>	<b>(607.87)</b>
Notes 1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE - S			
RESTATED STATEMENT OF EMPLOYEE BENEFIT EXPENSES			
(Amount in lakhs)			
Particulars	For the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
Salary and Wages	84.19	44.87	51.64
Director Remuneration	74.00	54.00	54.00
Contribution to Provident Fund and Other Fund	7.96	5.17	4.80
Staff Welfare Expenses	1.00	1.76	1.25
<b>Total</b>	<b>167.15</b>	<b>105.80</b>	<b>111.68</b>
Notes:			
1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE – T			
RESTATED STATEMENT OF FINANCE COST			
(Amount in lakhs)			
Particulars	For the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
Interest on loan	275.68	165.04	169.37
Other Borrowing cost	12.83	14.41	26.20
<b>Total</b>	<b>288.50</b>	<b>179.45</b>	<b>195.57</b>
Notes			
1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE – U			
RESTATED STATEMENT OF DEPRECIATION & AMORTISATION			
(Amount in lakhs)			
Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
Depreciation and Amortization Expenses	245.90	138.89	148.22
<b>Total</b>	<b>245.90</b>	<b>138.89</b>	<b>148.22</b>
Notes			
1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.			

ANNEXURE – V			
RESTATED STATEMENT OF OTHER EXPENSES			
(Amount in lakhs)			
Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>(A) Direct Manufacturing Expenses: -</b>			
Job work Charges Paid	0.00	1.11	4.16
Freight Charges	0.00	1.08	6.83
Power charges	100.71	95.76	119.97
D.G. & Forklift Running Expenses	1.71	1.88	3.37
Repairs & Maintenance	9.69	20.72	26.75

Boiler Gas Charges	7.77	0.00	0.00
<b>Total Manufacturing Expenses</b>	<b>119.89</b>	<b>120.55</b>	<b>161.07</b>
<b>(B) Other Expenses</b>			
Export Expenses	51.30	28.67	71.67
Ocean Freight-Export	32.24	10.85	75.34
Audit Fees	0.47	0.50	0.50
Business Promotion Expenses	0.49	1.23	1.77
Comission Charges	-	-	0.53
Discount Expenses	-	0.06	97.68
Insurance Charges	5.45	5.59	2.90
Professional & Legal Fees	23.94	1.02	1.57
Foreign Exchange Loss	7.03	-	89.74
Rent, Rates & Taxes	6.18	1.36	14.81
Travelling Expenses	18.78	7.20	2.94
Freight paid	3.04	4.35	4.99
Miscellaneous Expenses	37.53	19.40	20.53
<b>Total Other Expenses</b>	<b>186.46</b>	<b>80.23</b>	<b>384.95</b>
<b>Total Expenses</b>	<b>306.35</b>	<b>200.79</b>	<b>546.02</b>
<b>Miscellaneous Expenses</b>			
<b>Selling and Administrative Expenses</b>			
Bank Charges	4.41	0.28	1.53
Computer Expenses	1.43	0.99	0.50
Courier Expenses	1.29	0.89	2.47
Conveynance Expenses	0.07	0.04	0.06
CSR expenses	7.06	-	-
Donation Expenses	0.51	-	-
Director Sitting Fees	0.50	-	-
ROC fees & Stamp duty Exp- for increase in share capital	8.10	-	-
Fire Fighting Expenses	0.09	0.16	0.11
Interest on Late payment of TDS	0.09	0.19	5.55
ISO Certification fees	0.65	-	-
Membership Fees	0.70	-	-
Printing & Stationery	1.26	0.94	0.60
Penalty & Fees	-	9.06	0.02
Provision for doubtful debts	4.51	-	-
Sundry balances-written off	-	0.11	0.25
Security Expenses	-	-	2.19
Telephone Charges	2.72	1.74	1.42
Vehicle Expenses	3.59	4.47	5.15
Water Charges	0.56	0.52	0.67
<b>Sub Total</b>	<b>37.53</b>	<b>19.40</b>	<b>20.53</b>
Notes:			
1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III			

ANNEXURE – W	
RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS	
(Amount in lakhs)	
Particulars	As at

	31-03-2025	31-03-2024	31-03-2023
Net Worth (A)	2,946.59	1,668.10	1,269.52
Restated Profit after tax	1,027.39	398.59	214.48
Less: Prior Period Item	-	-	-
Adjusted Profit after Tax (B)	1,027.39	398.59	214.48
Number of Equity shares (Face Value Rs 10) outstanding as on the of Year	1,02,50,000	49,90,000	49,90,000
Weighted Average Number of Equity shares (Face Value Rs 10) ( c )	1,02,50,000	49,90,000	49,90,000
Weighted Average Number of Equity shares (Face Value Rs 10) after considering Bonus Issue of Shares and Fresh Issue of shares (D)	1,01,36,082	99,80,000	99,80,000
Current Assets (E)	5,657.93	4,223.67	3,756.36
Current Liabilities (F)	4,091.81	3,939.33	3,327.78
Face Value per Share (Refer Note 6 below)	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D) (After Bonus)	10.14	3.99	2.15
Return on Net worth (%) (B/A)	34.87%	23.89%	16.89%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) Based on actual outstanding number of shares	28.75	33.43	25.44
Net asset value per share (A/D) (Face Value of Rs. 10 Each) Based on on actual outstanding number of shares adjusted for Bonus	29.07	16.71	12.72
Current Ratio (E/F)	1.38	1.07	1.13
Restated Earnings Before Interest Tax Depreciation and Amortisation (EBITDA)	1,784.20	727.55	340.70
<p>Notes:</p> <p>"1) The ratios have been computed as below:</p> <p>(a) Basic earnings per share (Rs.) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year</p> <p>(b) Diluted earnings per share (Rs.) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS</p> <p>(c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year</p> <p>(d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year</p> <p>(e) EBITDA has been calculated as Profit before Tax+Depreciation+Interest Expenses-Other Income</p> <p>2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year 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/year.</p> <p>3) Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).</p> <p>4) The figures disclosed above are based on the restated summary statements.</p> <p>5) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III."</p> <p>6) The company has issued Bonus shares 1:1 to existing shareholder on July 08, 2024 by passing the resolution.</p> <p>7). The company has received share Application money for Preferential Issue of 2,70,000 shares @ 93/- each on premium of Rs. 83/- through private placement by passing the resolution dated 9th August, 2024. Company has Alloted above shares on 02nd September, 2024 shares. The above ratio is not adjusted for such allotment.</p>			

ANNEXURE – X
RESTATED STATEMENT OF RELATED PARTY TRANSACTION
(Amount in lakhs)

Particulars	Names of related parties	Nature of Relationship		
<b>Directors and Key Management Personnel (KMP)</b>	Shri. Sunil Maheshwari	Managing Director		
	Smt. Shashi Maheshwari	Executive Director		
	Shri. Anil Maheshwari	Director & CFO (Appointed w.e.f. 29th October, 2024)		
	Mr. Narendra Kabra	Independent Director (Appointed w.e.f. 15th November, 2024)		
	Mr. Siddharth Mahajan	Independent Director (Appointed w.e.f. 15th November, 2024)		
	Mr. Uttam Maheshwari	Independent Director (Appointed w.e.f. 15th November, 2024)		
	Mr. Dharmendra Pawar	Independent Director (Appointed w.e.f. 15th November, 2024)		
	Ms. Surabhi Modi	CS (Appointed w.e.f. 29th October, 2024)		
<b>Enterprises in which KMP/Relatives of KMP can exercise significant influence</b>	Food Pack Industries Pvt. Ltd. (FPIPL)	Mr. Anil Maheshwari have 50% Directorship in this Company		
	Aaradhya Paper and Packaging Industries Pvt. Ltd. (APPIPL)	Group Company		
	Sri Kriscon Industries	Proprietorship of Mr. Chetanaya Soni (Relative of Director)		
	Maheshwari Disposal	Proprietorship of Mrs. Ritu Maheshwari (Wife of Director Mr. Anil Maheshwari)		
<b>Relative of KMP</b>	Smt. Ritu Maheshwari	Wife of Director (Mr. Anil Maheshwari)		
	Su. Shri. Saloni Maheshwari	Daughter of Director (Mr. Sunil Maheshwari)		
	Mr. Chetanya Soni	Sister's son (Mr. Sunil Maheshwari and Mr. Anil Maheshwari)		
<b>(i) Transactions with Director in KMP</b>		<b>31-03-25</b>	<b>31-03-24</b>	<b>31-03-23</b>
<b>1</b>	<b>Shri. Sunil Maheshwari</b>			
	Director Remuneration given	32.50	30.00	30.00
	Director Remuneration Payable (Cr.)	3.42	3.64	2.84
	<b>Opening Balance of Loan given to the company</b>	<b>0.71</b>	<b>2.74</b>	<b>204.06</b>
	Loan given to the company during the year	33.60	29.30	70.30
	Repayment of loan by the company	(14.88)	(31.33)	(271.62)
	<b>Closing Balance (Cr.)</b>	<b>19.42</b>	<b>0.71</b>	<b>2.74</b>
	Reimbursement of Expenses	2.94		
<b>2</b>	<b>Smt. Shashi Maheshwari</b>			
	Director Remuneration given	26.50	24.00	24.00
	Director Remuneration Payable (Cr.)	3.74	0.66	1.05
	<b>Opening Balance of Loan given to the company</b>	<b>10.80</b>	<b>14.50</b>	<b>8.25</b>
	Loan given to the company during the year	11.30	7.30	14.50
	Repayment of loan by the company	(5.41)	(11.00)	(8.25)
	<b>Closing Balance (Cr.)</b>	<b>16.70</b>	<b>10.80</b>	<b>14.50</b>
<b>3</b>	<b>Shri. Anil Maheshwari</b>			

	Director Remuneration given	15.00	-	-
	Director Remuneration Payable (Cr.)	3.97		
	<b>Opening Balance of Loan given to the company</b>	-	-	-
	Loan given to the company during the year-	8.65	-	-
	Repayment of loan by the company	(0.15)	-	-
	<b>Closing Balance (Cr.)</b>	<b>8.50</b>	-	-
	Reimbursement of Expenses	0.10	-	-
<b>4</b>	<b>Ms. Surabhi Modi</b>			
	Remuneration given	2.03	-	-
<b>5</b>	<b>Mr. Narendra Kabra</b>			
	Director Sitting Fees	0.15	-	-
	Director sitting fees Payable(cr.)	0.15		
<b>6</b>	<b>Mr. Siddharth Mahajan</b>			
	Director Sitting Fees	0.10	-	-
	Director sitting fees Payable(cr.)	0.10	-	-
<b>7</b>	<b>Mr. Uttam Maheshwari</b>			
	Director Sitting Fees	0.10	-	-
	Director sitting fees Payable(cr.)	0.10	-	-
<b>8</b>	<b>Mr. Dharmendra Pawar</b>			
	Director Sitting Fees	0.15	-	-
	Director sitting fees Payable(cr.)	0.15	-	-
<b>(ii) Transactions with Relatives of KMP</b>				
<b>9</b>	<b>Smt. Ritu Maheshwari</b>			
	<b>Opening Balance of Loan given to the company</b>	<b>271.00</b>	<b>352.50</b>	<b>35.00</b>
	Loan given to the company during the year-	0.00	17.25	317.50
	Repayment of loan by the company	0.00	98.75	
	<b>Closing Balance (Cr.)</b>	<b>271.00</b>	<b>271.00</b>	<b>352.50</b>
<b>10</b>	<b>Food Pack Industries Pvt. Ltd. (FPIPL)</b>			
	Purchases made during the year	5,111.95	2,150.36	2,036.82
	Sales made during the year	12.56	769.36	-
	Job work charges during the period/year	0.00	0.00	-
	Closing balances of Advances Dr. (Cr.)	0.00	0.00	0.00
	Closing balances of Trade Payables (Cr.)	306.10	87.44	0.00
	Closing balances of Trade Receivables (Dr.)	0.00	0.00	0.00
<b>11</b>	<b>Aaradhya Paper and Packaging Industries Pvt. Ltd. (APPIPL)</b>			

	Purchases made during the year	22.20	0.00	0.00
	Sales made during the year	0.00	20.90	89.30
	Closing balances of Advances Dr. (Cr.)	0.00	0.00	0.00
	Closing balances of Trade Payables (Cr.)	0.00		
	Closing balances of Trade Receivables (Dr.)	0.00		0.00
<b>12</b>	<b>Sri Kriscon Industries</b>			
	Purchases including freight charges made during the year	31.88	89.84	67.74
	Sales made during the year	364.56	497.06	153.46
	Job work Charges during the period/year	0.00	0.70	3.48
	Stationery & Printing Exp	0.18	0.00	0.00
	Closing balances of Advances Dr.(Cr.)			0.00
	Closing balances of Trade Payables (Cr.)	0.00	0.00	0.00
	Closing balances of Trade Receivables (Dr.)	0.00	0.00	7.22
<b>13</b>	<b>Maheshwari Disposal</b>			
	Purchases made during the year	982.19	924.44	488.46
	Sales made during the year	27.10	216.59	153.48
	Job work charges during the period/year	0.00	0.00	
	Closing balances of Advances Dr.(Cr.)	0.00	0.00	0.00
	Closing balances of Trade Payables (Cr.)	0.00	473.23	0.00
	Closing balances of Trade Receivables (Dr.)	0.00	0.00	0.00
<b>14</b>	<b>Ms. Saloni Maheshwari</b>			
	Salary given	4.75	-	-
	<b>Salary payable (cr.)</b>	<b>1.88</b>		
	<b>Opening Balance of Loan given to the company</b>	<b>2.00</b>	<b>2.00</b>	<b>2.00</b>
	Loan given to the company during the year-	1.90	-	-
	Repayment of loan by the company	-	-	-
	<b>Closing Balance (Cr.)</b>	<b>3.90</b>	<b>2.00</b>	<b>2.00</b>
<b>15</b>	<b>Mr. Sumit Maheshwari</b>			
	<b>Opening Balance of Deposits given to the company</b>	-	-	-
	Deposits given to the company during the year-	-	-	-
	Repayment of Deposits by the company	-	(75.00)	-
	<b>Closing Balance (Cr.)</b>	-	-	-

**Notes :-****\* Sales & Purchases & services showing net of GST and net of return.**

1. List of Related parties has been identified by the management and relied upon by the Auditor.
2. In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.

ANNEXURE – Y		
RESTATED STATEMENT OF CAPITALISATION		
(Amount in Lakhs)		
Particulars	Pre Issue	As adjusted for the Proposed Issue*
	31-03-2025	
<b>Debt</b>		
Current borrowing	2506.69	-
Non - Current borrowing (including current maturity)	1,459.39	-
<b>Total Debt</b>	<b>3,966.08</b>	<b>-</b>
<b>Shareholders' Fund (Equity)</b>		
Equity Share Capital	1,025.00	-
Reserves & Surplus	1,921.59	-
Less: Miscellaneous Expenses not w/off	-	-
Total Shareholders' Fund (Equity)	2,946.59	-
<b>Long Term Debt/Equity</b>	<b>0.50</b>	<b>-</b>
<b>Total Debt/Equity</b>	<b>1.35</b>	<b>-</b>
Notes:		
1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.		
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.		
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2025.		
* The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.		

ANNEXURE – Z				
RESTATED STATEMENT OF TAX SHELTER				
(Amount in Lakhs)				
Particulars		for the Year ended on		
		31-03-2025	31-03-2024	31-03-2023
A	Profit before taxes as restated	1,488.06	620.22	255.73
B	Tax Rate Applicable %	29.12	27.82	27.82
C	Tax Impact (A*B)	433.32	172.54	71.14
	<b>Total Tax</b>	<b>433.32</b>	<b>172.54</b>	<b>71.14</b>
	Adjustments:			
D	<b>Permanent Differences</b>			
	Expenses disallowed U/s 37	15.25	9.26	5.77
	Expenses disallowed-U/s 36-Payment of ESIC/PF after due date	-	1.39	
	<b>Total Permanent Differences</b>	<b>15.25</b>	<b>10.64</b>	<b>5.77</b>



E	<b>Timing Difference</b>			
	Difference between tax depreciation and book depreciation	(119.91)	(329.99)	16.52
	Expenses Disallowed Under Section 40 A(7)	(0.79)	0.04	-
	Expenses Disallowed Under Section 43B	0.93	-	-
	Provision for doubtful debts	4.51	-	-
	<b>Total Timing Differences</b>	<b>(115.26)</b>	<b>(329.95)</b>	<b>16.52</b>
F	Net Adjustment (F) = (D+E)	(100.01)	(319.30)	22.29
G	Tax Expenses/ (Saving) thereon (F*B)	(29.12)	(88.83)	6.20
H	Tax Liability, After Considering the effect of Adjustment (C +G)	404.20	83.71	77.35
I	Book Profit as per MAT *	1,488.06	620.22	255.73
	Add:- Provision for doubtful debts	4.51		
J	MAT Rate (%)	17.47	16.69	16.69
K	Tax liability as per MAT (I*J)	260.78	103.53	42.69
L	Current Tax being Higher of H or K	404.20	103.53	77.35
M	Interest U/s 234A, B and C of Income Tax Act	21.55	12.88	7.57
N	Total Tax expenses (L+M)	425.75	116.40	84.92
O	MAT credit of last years as per books- adjusted	-		-
P	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	425.75	116.40	84.92

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above.
2. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

<b>ANNEXURE – AA</b>			
<b>RESTATED STATEMENT OF CONTINGENT LIABILITIES</b>			
<i>(Amount in Lakhs)</i>			
<b>Particulars</b>	<b>As at</b>		
	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>Contingent liabilities in respect of:</b>			
Guarantees given on Behalf of the Company	1,823.30	2,319.00	1,934.00
Traces Defaults	5.33	6.29	1.75
Income Tax Demand outstanding	29.32	29.32	29.32
GST Demand for F.Y.19-20	7.63	8.82	8.82
<b>Total</b>	<b>1,865.58</b>	<b>2,363.42</b>	<b>1,973.88</b>

Notes :-

1. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, V, I, II and III.

<b>ANNEXURE – AB</b>	
<b>RESTATED STATEMENT OF OTHER FINANCIAL RATIO</b>	
<i>(Amount in Lakhs)</i>	

Sr. No.	Ratio	31-03-25	31-03-24	31-03-23	Changes in Ratio (%) 31.03.25 v/s 31.03.24	Changes in Ratio (%) 31.03.24 v/s 31.03.23
1.	Current Ratio (No of Times)	1.38	1.07	1.13	28.97%	-5.02%
2.	Debt Equity Ratio (No of Times)	1.35	2.71	3.13	-50.32%	-13.46%
3.	Debt Service Coverage Ratio (No of Times)	2.79	1.33	0.84	109.19%	59.21%
4.	Return On Equity Ratio (%)	44.53%	27.14%	18.45%	64.08%	47.05%
5.	Inventory Turnover Ratio (In Days)	76.23	95.16	81.38	-19.89%	16.94%
6.	Trade Receivable Turnover Ratio (In Days)	61.55	77.98	66.18	-21.07%	17.83%
7.	Trade Payable Turnover Ratio (In Days)	25.81	37.80	31.62	-31.71%	19.54%
8.	Net Capital Turnover Ratio (No of Days)	29.70	17.60	30.50	68.79%	-42.31%
9.	Net Profit Ratio (%)	9.04%	5.39%	2.55%	67.62%	111.50%
10.	Return On Capital Employed (%)	25.15%	12.57%	8.24%	100.07%	52.58%
11.	Return On Investment/Total Assets (%)	N.A	N.A	N.A	N.A	N.A

Note:

Details of numerator and denominator for the above ratio are as under

- (1) Current Ratio = Current Assets / Current Liabilities.
- (2) Debt- equity ratio = Total debt / Shareholders' equity.
- (3) Debt service coverage ratio = (Net Profit After Tax+Depreciation+Interest)/(Principal + Interest).
- (4) Return on equity ratio= Net profit after taxes / Avg Shareholder's Equity.
- (5) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.
- (6) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
- (7) Trade payables turnover ratio=Purchase/Average trade payables.
- (8) Net Capital turnover ratio=Net sales/Average working capital.
- (9) Net profit ratio=Net profit after taxes/Total Revenue.
- (10) Return on capital employed=Earnings before interest and taxes/Capital employed (Shareholder Fund+Debt+DTL-DTA).
- (11) Return on investment/Total Assets=PAT/Total Assets."

#### Variance Analysis for the FY 2023-24

Sr. No.	Ratio		Reason for Variance Above 25%
1	Return On Equity Ratio (%)	47.05%	Due to Increase in profit compare to previous year.
2	Net Capital Turnover Ratio (No Of Days)	-42.31%	Due to Decrease in Average working capital
3	Net Profit Ratio (%)	111.50%	Due to Increase in profit compare to previous year.
4	Return On Capital Employed (%)	52.58%	Due to Increase in profit compare to previous year.
5	Debt Service Coverage Ratio (No of Times)	59.21%	Due to Decrease in Net Operating Income which was further supported with increase in Debt Obligation

#### Variance Analysis for the FY 2024-25

Sr. No.	Ratio	Variance	Reason for Variance Above 25%
1	Current Ratio (No of Times)	28.97%	Due to Increase in Inventory and decrease in short term loan
2	Debt Equity Ratio (No of Times)	-50.32%	Due to Increase in Equity shares and decrease in long term borrowings.
3	Debt Service Coverage Ratio (No of Times)	109.19%	Due to Increase in profit compare to previous year.

4	Return On Equity Ratio (%)	64.08%	Due to Increase in profit compare to previous year.
5	Inventory Turnover Ratio (In Days)	-19.89%	Due to Increase in closing Inventory.
6	Trade Receivable Turnover Ratio (In Days)	-21.07%	Due to Increase in Turnover compare to P.Y
7	Trade Payable Turnover Ratio (In Days)	-31.71%	Due to Increase in Turnover and Cost of Material consumed and timely payment of suppliers as per due date
8	Net Capital Turnover Ratio (No. of Days)	68.79%	Due to Increase in profit compare to previous year.
9	Net Profit Ratio (%)	67.62%	Due to Increase in profit compare to previous year.
10	Return On Capital Employed (%)	100.07%	Due to Increase in profit compare to previous year.

Annexure – AC				
OTHER NOTES				
(Amount in Lakhs)				
1. The title deeds of all immovable properties are held in the name of the Company. Accordingly, there are no Immovable Properties which were not held in name of the Company as on 31st March, 2025, except as disclosed in Annexure "G".				
2. The Company has not utilised the borrowings received from banks and financial institutions for the purpose other than for which it was taken during the period of restatement.				
3	Disclosure Regarding Derivative Instruments And Unhedged Foreign Currency Exposure			
	Disclosure of Unhedged Balances:	For the Year ended on		
		31-03-2025	31-03-2024	31-03-2023
	Trade payables (including payables for capital):			
	In USD- Lakhs	0.002		
	In CNY- Lakhs	0.84		
	In INR-Lakhs	10.25		
	Trade Receivable			
	In USD- Lakhs	5.07	11.45	8.53
	In INR-Lakhs	432.99	955.04	701.13
	Advance Received from Customer			
	In USD- Lakhs	0.25	0.05	1.43
	In INR-Lakhs	21.2	4.33	117.92
	Advance to Suppliers			
	In USD- Lakhs	0.04		
	In INR-Lakhs	3.0		
	Borrowings			
	In USD- Lakhs	20.47	23.82	13.78
	In INR-Lakhs	1,749.56	1,985.61	1,132.83
4	Details of CSR			
	Particulars	For the Year ended on		
		31-03-2025	31-03-2024	31-03-2023
	a). Amount Required to be spent during the year	7.06	N.A	N.A
	b). Amount of expenditure incurred,	6.67	N.A	N.A
	c). Shortfall at the end of the year,	0.00	N.A	N.A

	d). Provision made	0.39	N.A	N.A
	e). Reasons for shortfall	0.00	N.A	N.A
	f). Nature of CSR Activities	0.00	N.A	N.A
<b>5</b>	<b>Amount Paid to Statutory Auditors</b>	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
	Audit Fees	0.47	0.50	0.50
	Taxation			
	Certificates/ Other services	0.00	0.00	0.00
	Reimbursement of Expenses	0.00	0.00	0.00
<b>6. The disclosures required under Ind AS 19 “Employee Benefits” notified in the Companies (Indian Accounting Standards) Rules, 2015 are as given below:</b>				
	<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>1. The amounts recognized in the Balance Sheet are as follows:</b>				
	Present value of unfunded obligations Recognized	(1.58)	(0.80)	(0.84)
	<b>Net Liability</b>	<b>(1.58)</b>	<b>(0.80)</b>	<b>(0.84)</b>
<b>2. The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>				
	Current Service Cost	1.18	1.14	0.68
	Interest on Defined Benefit Obligation	0.14	0.10	0.09
	Expected Return on Plan Assets	(0.24)	(0.21)	(0.02)
	Net actuarial losses (gains) recognised in the year	0.47	(0.70)	(0.80)
	Total, Included in “Salaries, Allowances & Welfare”	<b>1.56</b>	<b>0.34</b>	<b>(0.05)</b>
<b>3. Changes in the present value of defined benefit obligation:</b>				
	Defined benefit obligation as at the beginning of the year/period Net of Fair Value of Opening Plan Assets	(0.80)	(0.84)	1.44
	Service cost	1.18	1.14	0.68
	Interest cost	0.14	0.10	0.09
	Expected Return on Plan Assets	(0.24)	(0.21)	(0.02)
	Net actuarial losses (gains) recognised in the year	0.47	(0.70)	(0.80)
	Benefit paid by the Company	(2.35)	(0.30)	(2.23)
	<b>Defined benefit obligation as at the end of the year/period</b>	<b>(1.58)</b>	<b>(0.80)</b>	<b>(0.84)</b>
<b>Benefit Description</b>				
	Benefit type:	Gratuity Valuation as per Act 1972		
	Retirement Age:	<b>60 years</b>	<b>60 years</b>	<b>60 years</b>
	Vesting Period:	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>
<b>The principal actuarial assumptions for the above are:</b>				
	Future Salary Rise:	<b>10.00%P.A</b>	<b>10.00%P.A</b>	<b>10.00%P.A</b>
	Discount rate per annum:	<b>6.60%P.A</b>	<b>7.20%P.A</b>	<b>7.40%P.A</b>
	Withdrawal Rate:	<b>12% depending on age</b>		
	Mortality Rate:	<b>Mortality (2012-2014) Ultimate</b>		

<p><b>7. Additional regulatory information</b></p> <p><b>a. Compliance with approved scheme of arrangements</b> Company is not engaged in any scheme of arrangements during the period of restatement.</p> <p><b>b. Compliance with numbers of layers of companies</b> The Company is in compliance with the number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017 for the year ended March 31, 2025, 2024 &amp; 2023.</p> <p><b>c. Utilisation of borrowed funds</b> During the year ended March 31, 2025, 2024 &amp; 2023, the Company has not advanced or Loans or invested funds (either borrowed funds or share premium or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall: i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries. During the year ended March 31, 2025, 2024 &amp; 2023, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall. i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.</p> <p><b>d. Non-adjustment Items:</b> No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.</p>
<p><b>8. Material Regroupings:</b></p> <p>Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.</p>
<p><b>9.Trade Receivables, Trade Payables, Borrowings, Loans &amp; Advances and Deposits</b> Balances of Trade Receivables, Trade Payables, Borrowings and Loans &amp; Advances and Deposits are subject to confirmation.</p>
<p><b>10.Re-grouping/re-classification of amounts</b> The figures have been grouped and classified wherever necessary.</p>
<p><b>11. Director Personal Expenses</b> There are no direct personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.</p>
<p><b>12. Pending registration / satisfaction of charges with ROC</b></p>
<p>13. Loan taken from Yes Bank against Overdraft &amp; EPFC facility aggregating to Rs 389.00 Lakhs for which charges not created with at MCA portal beyond the statutory timeline. .</p>
<p>14. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.</p>
<p>15. The Company has not been declared wilful defaulter by any Banks or any other Financial Institution at any time during the period of restatement.</p>
<p>16. The Company has not revalued its Property, Plant and Equipment or intangible assets during the period of restatement.</p>
<p>17. The Company did not have any material transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the financial year ended on 31st March, 2025.</p>
<p>18. During the period of restatement, The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.</p>

19. During the period of restatement, the Company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961.				
20. The company provided corporate guarantee to Group Company/Entities i.e.-Food Pack Industries Pvt. Ltd, Aaradhya Paper and Packaging Industries Pvt. Ltd and Sri Kriscon Industries.				
21 The Subsidy under MP MSME Protsahan Yojana 2021 from Govt of MP of Rs. 20.97 crore as per letter dated on 17.12.2024 for total period of 7 years starting from 07th November 2023 to 6th November 2030 of Rs. 1.198 Crore every year. So, subsidy booked in FY 24-25 for the period 06th November 2023 to 28th February 2025, and upto March'24 period subsidy restated effects taken in books.				
22. Disclosures related to Micro, Small and Medium Enterprises.				
The Company has the process of identification of 'suppliers' registered under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006, by obtaining confirmations from all suppliers. The above disclosure has been extracted from the information available from the Company from the respective year.				
The details relating to Micro, Small and medium enterprise disclosed as under:				
Sr. No.	Particulars	31-03-2025	31-03-2024	31-03-2023
1	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year	702.99	586.20	453.14
2	The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
3	The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-
23. No dividend were declared and paid by the company during the restatement period.				
24. Figures have been rounded off to the multiple of lakhs. Previous year's figures have been regrouped, recast and rearranged wherever necessary to make them comparable with the current year figures.				

As per our report of even date

**For S R A M & Co.**  
Chartered Accountants  
FRN: 0008244C

**For and on behalf of the Board**  
**Aaradhya Disposal Industries Limited**

Sd/-  
**Sunil Maheshwari**  
Managing Director  
DIN-02611461

Sd/-  
**Shashi Maheshwari**  
Director  
DIN-06780841

Sd/-  
**CA Sanjay Agrawal**  
M. No. 076979  
(Partner)

Sd/-  
**Mrs. Surabhi Modi**  
Company Secretary  
Membership No. 51301

Sd/-  
**Anil Maheshwari**  
Chief Financial Officer  
DIN-06684862

Date: June 12, 2025  
Place: Ujjain  
UDIN:- 25076979MHUAM8034

Place: Dewas, MP, India  
Date: June 12, 2025

## 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 March 31, 2025:

(Rs. in Lakhs)

Name of bank	Type of Loan	Whether secured?	Security	As at March 31, 2025
<b>Long Term Borrowings</b>				
AXIS Bank Limited	Term Loan	Secured	Refer Annexure - A	1,139.86
Directors	Business Loan	Unsecured	Refer Annexure - B	44.62
Relatives of Director	Business Loan	Unsecured	Refer Annexure - B	274.90
<b>Short-Term Borrowings</b>				
AXIS Bank Limited	Cash Credit, EPC Limit and WCTL-NWCDL Loan	Secured	Refer Annexure - A	2,121.78
Yes Bank Limited	EPC Limit	Secured	Refer Annexure - A	384.91



## Annexure A – Secured Loan

Name of Lender	Name of Loan	Purpose of Credit Facility	Sanctioned Amount (Rs. in Lakhs)	Rate of interest	Prime Securities offered	Re-Payment Schedule			Moratorium (In Months)	Outstanding amount as on March 31, 2025 (as per Books) (Rs. in Lakhs)
						No of EMI (No. of Months)	EMI Amount (Rs. in Lakhs)	EMI Start and ending Date		
Axis Bank	Term loan-2	Procurement of Machinery	469.00	Repo +2.25%	Hypothecation of Plant & Machinery and entire Movable Fixed Assets situated at plot no.E-1 situated at Industrial Area No.1, A.B road, Dewas.	78.00	5.930	EMI beginning from September 2016 to Sept 2023	-	-
Axis Bank	Term loan-4	For setting of manufacturing of Poly Lactic Acid, coated cups, paper sheets	525.00	Repo +2.25%(Based on SOFR)	Movable Fixed Assets at plot no.E-1,E-2 situated at Industrial Area No.1, A.B road, Dewas.	1.00	-	Single instalment due on May 31, 2025	60.00	7.95
Axis Bank	FCTL loan-919060082030372					84.00	7.95	October 31, 2023 to October 31, 2030	12.00	9.70
Axis Bank	Term loan-5	Procurement of Machinery	1,000.00	Repo +2.25%(Based on SOFR)	Machinery & Provided below	96.00	11.90	October 31, 2023 to October 31, 2030	12.00	11.99
Axis Bank	FCTL loan								-	816.06

Axis Bank	Term loan-6	Procurement of Machinery	112.00	Repo +2.25%	Machinery - coating machine	56.00	1.96	September 30, 2023 to June 30, 2028	3.00	74.44
Axis Bank	WCTL loan	WCTL-Working Capital	370.00	Repo +2.25%	Hypothecation of entire Current Assets	36.00	10.28	July 31, 2021 to June 30, 2024	12.00	-
Axis Bank	WCTL loan	WCTL-Working Capital	187.00	Repo +2.25%	Hypothecation of entire Current Assets	36.00	5.20	November 30, 2023 to October 30, 2026	24.00	98.60
Axis Bank	CC Loan	CC-Working Capital	1,925.00*	Repo +2.25%	Hypothecation of entire Current Assets	Repayable on Demand		-	-	1,061.97
Axis Bank	NWCDL Loan	Part of WCTL-working capital	Sub limit of CC	-	-	-	-	-	-	923.79
Axis Bank	Term loan-7	Construction of Building	150.00	Repo +2.25%	Movable Fixed Assets at plot no. E-1,E-2 situated at Industrial Area No.1, A.B road, Dewas.	56.00	2.63	September 30, 2023 to June 30, 2028	3.00	99.48
Yes Bank	EPFC account	Working Capital	385.00	Margin-10%	Mentioned below	180 days		Repayable on Demand	-	384.91
Yes Bank	Overdraft	Working Capital	4.00	-	Secured by Fixed Deposit (105% amount of loan)- 4.50 Lakhs	12 months		Repayable on Demand	-	-

Axis Bank	Current Account	Working Capital (Overdraft due to Cheque Issued but not Presented)	-	-	-	-	-	-	-	136.02
Kotak Mahindra Bank	Car loan	Vehicle loan	78.00	8.12%	Against Vehicle	60.00	1.59	June 05, 2017 to May 05, 2022	N.A.	-
Axis Bank	Car loan	Vehicle loan	36.00	8.50%	Against Vehicle	60.00	0.74	January 01, 2023 to December 01, 2027	N.A.	21.64
<b>Total</b>										<b>3,646.56</b>

\* Letter of Credit (LC)- 625 Lakhs, WCDL- 600 Lakhs, RPC/PSC-225 Lakhs, FCDL loan-800 Lakhs includes in sublimit of CC, (originally limit of CC is Rs. 1925 Lakhs).  
Note: There is no Non Fund Based limited utilized by the Company as on 31/03/2025.

#### Annexure B – Unsecured Loan

(Rs.in Lakhs)

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as at 31-03-2025
Ritu Maheshwari	Business Loan	NIL	Payable on Demand	NA	271.00
Sunil Maheshwari	Business Loan	NIL	Payable on Demand	NA	19.42
Anil Maheshwari	Business Loan	NIL	Payable on Demand	NA	8.50
Shashi Maheshwari	Business Loan	NIL	Payable on Demand	NA	16.70
Saloni Maheshwari	Business Loan	NIL	Payable on Demand	NA	3.90
<b>Total Unsecured Loan (B)</b>					<b>319.52</b>
<b>GRAND TOTAL (A+B) Secured and Unsecured Loan</b>					<b>3966.07</b>

**2\* Details and Important Terms and Conditions of Credit Facilities Sanctioned by Axis Bank Limited:**

<b>1.</b>	<b>Guarantors</b>			Mr. Sunil Maheshwari, Mr. Anil Maheshwari, Mrs. Shashi Maheshwari and Mrs. Kalabai Maheshwari.					
<b>2.</b>	<b>Total amount sanctioned</b>								
<b>3.</b>	<b>Details of Credit Facility Sanctioned</b>								
<b>Sr. No</b>	<b>Credit Facility</b>	<b>Type of Limit</b>	<b>Currency</b>	<b>Limits (amount in Lacs)</b>	<b>Interest Rate (Percentage per annum)</b>	<b>Current Reference Rate</b>	<b>BG/LC Commission (%)</b>	<b>Tenor (Month/Days)</b>	<b>Valid Upto</b>
1	Term loan-4	Main Limit	INR	525.00	Repo Rate +2.25%			Single instalment due on 31th May,2025	31-May-2025
2	FCTL loan	Sub-limit of TL-4	INR						30-Apr-2025
3	Term loan-5	Main Limit	INR	1,000.00	Repo Rate +2.25%			96	31-Oct-2030
4	FCTL loan	Sub-limit of TL-5	INR						
5	Term loan-6	Main Limit	INR	112.00	Repo Rate +2.25%			60	30-Jun-2028
6	WCTL loan	Main Limit	INR	187.00	Repo Rate +2.25%			60	30-Oct-2026
7	Term loan-7	Main Limit	INR	150.00	Repo Rate +2.25%			60	30-Jun-2028
8	Vehicle loan		INR	36.00	8.50%			60	1-Dec-2027
9	CC Limit	Main Limit	INR	1,925.00	Repo Rate +2.25%			Repayable on Demand	
10	NWCDL Loan	Sub-limit of CC Limit	INR						
	<b>Total Limits</b>			<b>3,935.00</b>					
<b>*Current Repo Rate is 6.5%</b>									



4.		Margins (%) - Facility Wise:						
Sr. No.	Credit	Stock	Book debts	Stock Exp	Debtor Exp	FD % / Cash / Bill Margin	Mutual Fund share	Plant Machinery
1.	Cash Credit	25% upto 90 days	25% upto 90 days and 40% from 91-120 Days	-	-	-	-	-
2.	Letter of Credit	-	-	-	-	10	-	-
3.	Purpose			WC				
4.	Interest Payment			Monthly rests, unless otherwise specified. Interest needs to be serviced on Monthly Basis.				
5.	Fees & Charges							
Sr. No.	Fees / Charges			Amount (in Rs.) / Rate (%)				
6.	Processing Fees			0.15				
7.	Renewal Fees			0.15				
8.	Security -Primary			Book Debts, Industrial Property, Residential House, Residential Plot, Stock				
9.	Security Collateral			Commercial, FD, LC of Other Bank for Discounting, Personal Guarantee of All Directors, Plant & Machinery				
Sr No.	Property Description		Type of Property (Residential/ Commercial)		Property Owner Name		Type of Charge	
1.	Plant & Machinery and entire Movable Fixed Assets situated at plot no.E-1,E-2 situated at Industrial Area No.1, A.B Road, Dewas.		Industrial Estates with Industrial Activity		Governor of Madhya, acting through General Manager, District Trade and Industries Centre, Dewas. Leased Property up to 2044		Equitable Mortgage	
2.	Factory Land & Building (leasehold) from DIC, situated at Plot No. E-1, Situated at Industrial Area No. 1, AB road, Dewas (M.P)		Industrial Estates with Industrial Activity		Governor of Madhya, acting through General Manager, District Trade and Industries Centre, Dewas. Leased Property up to 2044		Equitable Mortgage	
3.	Factory Land & Building (leasehold) from DIC, situated at Plot No. E-2, Situated at Industrial Area No. 1, AB road, Dewa		Industrial Estates with Industrial Activity		Governor of Madhya, acting through General Manager, District Trade and Industries Centre, Dewas. Leased Property up to 2048		Equitable Mortgage	
4.	House no. FH-12, at Oyster Retreat-2, village Tilor Khurd, Tehsil Indore (M.P).		Residential Property		Jointly Anil and Sunil Maheshwari		Equitable Mortgage	

5.	Plot no. 245, Suncity Township Colony, Gram Bawdiya, Ward No.09, Saral no. 324, Dewas	Residential Plot	Smt. Shashi Maheshwari	
6.	Plot no. 244, Suncity Township Colony, Gram Bawdiya, Ward No.09, Saral no. 324, Dewas	Residential Plot	Smt. Shashi Maheshwari	
7.	Plot no. E03, Industrial Area no. 01, AB road Dewas,	Industrial Estates with Industrial Activity	Food Pack Industries Pvt. Ltd.	
8.	Plot no. 263, Suncity Township Colony, Gram Bawdiya, Ward No.09, Saral no. 324, Dewas	Residential Plot	Mr. Sunil Maheshwari.	
9.	Plot no. 264, Suncity Township Colony, Gram Bawdiya, Ward No.09, Saral no. 324, Dewas	Residential Plot	Anil Maheshwari.	
10.	Plot no. 65 C-1 & 65-D at Industrial Area, sector 01, AB road, Dewas	Industrial Estates with Industrial Activity	Aaaradhya papers & packaging Industries Private Limited.	
11.	<b>Other Covenants</b>	<p>1. The borrower to place entire banking business with the Axis Bank.</p> <p>2. Book-debts arising on account of bills drawn on sister/associate concerns will not be financed without prior approval of the Axis Bank.</p> <p>3. Borrower undertakes not to divert WC funds for long term purposes.</p> <p>4. In case the facilities are sanctioned outside consortium/ MBA, the borrower undertakes that its total short borrowings under banking system during the financial year shall not exceed assessed MPB or DP whichever is lower for that financial year. The sanction will be intimated to other lenders.</p> <p>5. The borrower shall fully implement the project within a total cost of Rs.3.50Cr (financed from both TL 6 &amp; TL 7)</p> <p>6. Any shortfall or delay in the receipt of customer advances/ sales proceeds/ subsidy, if any or any overrun in Project Cost or any shortfall in debt servicing during the cutency of our facility shall be financed by Promoters from their own sources.</p> <p>7. Any subsidy obtained post-implementation of the project shall be deposited in the project account and shall be utilized for partial repayment of the term loan or for other purposes with the prior written permission of the Bank.</p> <p>8. Any contribution by promoters/ group company/ directors/ other related parties in the form of shareholder loan/ unsecured loan/ NCD/ OCD etc. would be subordinate to credit facilities availed from Lenders, and the principal or interest (if applicable) on such loans / funds shall not be paid during the tenure of the Facility without the prior permission of the Bank.</p> <p>9. If there is any deterioration in the Security Cover ratio below the stipulated level, the Borrower/ Promoters shall furnish additional collateral security acceptable the Bank.</p>		

		<p>10. The borrower shall obtain all necessary statutory permissions. It shall provide copies of such permissions to the Bank for its record.</p> <p>11. Borrower to maintain D:E ratio of 3: 1</p> <p>12. Borrower to maintain minimum Security coverage (IP+CM) of 49.68% @ at group level exposure throughout the tenor of facility. Shortfall, if any, to be made good by way of additional collateral security acceptable to the bank. IP+CM cover of minimum 49.68% at group level (Aaradhya Disposal Industries Private Limited, Food Pack Industries Pvt Ltd and Aaradhya Papers and Packaging industries Pvt Ltd) to be ensured and Its to be ensured that all Collaterals in these firms except for property of Rs. 1.66 Crs (Taken for recent TL Enhancement in ADPL) are mortgaged for exposure of all these three firms</p> <p>13. No immovable asset, Share &amp; Securities of the personal guarantor shall be encumbered/ disposed-off without prior consent of the Bank.</p> <p>14. Prepayment penalty shall not be levied if source of finance is Internal Accrual/Own fund, otherwise the prepayment charges will be ranging between 2% to 4% depending upon the time of prepayment i.e. within 12-month, 12 month to 24 months and more than 24 months.</p> <p>15. 2% penal Interest shall be charged on non-compliance to sanction terms and Conditions.</p>
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**2\* Details and Important Terms and Conditions of Credit Facilities Sanctioned by Yes Bank Limited:**

<b>1.</b>	<b>Guarantors</b>	Mr. Sunil Maheshwari, Mr. Anil Maheshwari and Mrs. Shashi Maheshwari							
<b>2.</b>	<b>Total amount sanctioned</b>								
<b>3.</b>	<b>Details of Credit Facility Sanctioned</b>								
Sr. No	Credit Facility	Type of Limit	Currency	Limits (Rs. in Lakhs)	Interest Rate (Percentage per annum)	Current Reference Rate	BG/LC Commission (%)	Tenor (Month/Days)	Valid Upto
1	Export Packing Credit Loan	Main Limit	INR	385	Margin 10%			Repayable on Demand	
2.	Overdraft working capital	Main Limit	INR	4	1.25% Over FD Rate			Repayable on Demand	
	Total Limits			389					
<b>4.</b>	<b>Margins (%) - Facility Wise:</b>								
Sr. No.	Credit	Stock	Book debts	Stock Exp	Debtor Exp	FD % / Cash / Bill Margin	Mutual Fund share	Plant Machinery	
1.	Export Packing Credit Loan			-	-	10% irrespective of Inco terms	-	-	

2.	Overdraft working capital					Secured by Fixed Deposit (105% amount of loan)		
3.	<b>Purpose</b>	Post Shipment Credit and working capital						
4.	<b>Interest Payment</b>	Monthly rests, unless otherwise specified. Interest needs to be serviced on Monthly Basis.						
5.	<b>Fees &amp; Charges</b>							
<b>Sr. No.</b>	<b>Fees / Charges</b>	<b>Amount (Rs.) / Rate (%)</b>						
6.	Processing Fees	Up to 2						
7.	Renewal Fees	Up to 2						
8.	<b>Security -Primary</b>							
9.	<b>Security Collateral</b>	Personal guarantee of Mr. Sunil Maheshwari, Mr. Anil Maheshwari and Mrs. Shashi Maheshwari.						
10.	<b>Other Covenants</b>	<ul style="list-style-type: none"> <li>* Total tenor of Packing credit/Pre-shipment &amp; Post shipment not to exceed 180 days.</li> <li>* The Borrower should route all remittances through YBL only.</li> <li>* FCY advances are subject to availability of FCY funds with the Bank</li> <li>* Export Finance is subject to the RBI guidelines issued from time to time.</li> <li>* Full recourse to Borrower</li> <li>* Margin: 10% irrespective of Inco terms</li> <li>* Running Account permitted</li> <li>* Security: Unsecured under Yes Strike</li> </ul>						

"All charges are exclusive of GST/Applicable Taxes, will be applied as applicable"



**Details of Unsecured Loans:**

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as at (Amount - Rs. in Lakhs)		
					March 31, 2025	March 31, 2024	March 31, 2023
Ritu Maheshwari	Business Loan	NIL	Payable on Demand	NA	271.00	271.00	352.50
Sunil Maheshwari	Business Loan	NIL	Payable on Demand	NA	19.42	0.71	2.74
Anil Maheshwari	Business Loan	NIL	Payable on Demand	NA	8.50	-	-
Shashi Maheshwari	Business Loan	NIL	Payable on Demand	NA	16.70	10.80	14.50
Saloni Maheshwari	Business Loan	NIL	Payable on Demand	NA	3.90	2.00	2.00
Zircon Paperware Private Limited	Business Loan	NIL	Payable on Demand	NA	-	-	-
Manoj Auto Finance Ltd	Business Loan	13.20%	Payable on Demand	NA	-	-	5.00
<b>Total</b>					<b>319.52</b>	<b>284.51</b>	<b>376.74</b>

## MANAGEMENTS' DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated standalone financial statements for the financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with the Companies Act, 2013 and Companies Act, 1956 to the extent applicable and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the chapter titled "Restated Standalone Financial Statements" beginning on page 207.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in the chapters titled "Risk Factors" and "Forward-Looking Statements" beginning on pages 27 and 17 respectively.

### BUSINESS OVERVIEW

Our Company was originally incorporated as 'Aaradhya Disposal Industries Private Limited' as a private limited company under the Companies Act, 1956 on January 16, 2014 pursuant to a Certificate of Incorporation bearing CIN: U21098MP2014PTC032173 issued by the Registrar of Companies, Gwalior. Thereafter, our Company was converted into a public limited company from a private limited company pursuant to a special resolution passed by the shareholders of our Company on September 05, 2024 consequent to which the name of our Company changed from 'Aaradhya Disposal Industries Private Limited' to 'Aaradhya Disposal Industries Limited' and a fresh Certificate of Incorporation bearing no. U21098MP2014PLC032173 was issued by the Registrar of Companies, Gwalior ("RoC") on October 28, 2024.

Our Company specializes in the manufacturing of high-quality paper products that cater to a wide range of industries, both domestically and internationally. With over a decade of expertise, we offer an extensive range of paper-based solutions that are engineered for performance, sustainability, and versatility which mainly includes:

- Paper cup blanks
  - ✓ PE coated
  - ✓ PLA coated and
  - ✓ Barrier coated;
- Food Grade Papers including:
  - ✓ Greaseproof Paper,
  - ✓ Greaseproof 4K Paper,
  - ✓ Greaseproof Slip Easy Paper,
  - ✓ Wet Strength Greaseproof,
  - ✓ OGR (Oil and Grease Resistant) Paper,
  - ✓ Vegetable Parchment Paper and
  - ✓ TDL (Titanium Di-oxide) Poster Paper.

We offer customized solutions tailored to the unique needs of our customers, ensuring that they receive products that meet their specific requirements. Whether for retail packaging, foodservice use, or commercial printing, our products are trusted for their quality, performance, and sustainability. For more details on business, please refer to the chapter titled "Our Business" beginning on page 138.

## SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Red Herring Prospectus i.e., March 31, 2025, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:-

1. The authorized capital of Rs. 14,00,00,000 (Rupees Fourteen Crores only) consisting of 1,40,00,000 Equity Shares of face value of Rs.10 each was increased to Rs. 16,00,00,000 (Rupees Sixteen Crores only) consisting of 1,60,00,000 Equity Shares of face value of Rs.10 each pursuant to a resolution of the shareholders dated June 30, 2025.
2. Resignation of Mr. Uttam Maheshwari as an Independent Director on July 14, 2025.
3. Reconstitution of Stakeholders Relationship Committee and Nomination and Remuneration Committee on July 14, 2025.

## SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the chapter titled “Risk Factors” beginning on page 27. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Company’s results of operations and financial performance.
- Performance of Company’s competitors.
- Trained manpower.
- Natural Calamities
- Significant developments in India’s economic and fiscal policies.
- Significant developments in India’s environmental regulations.
- Evolving customer needs and market trends.
- Orders from significant customers.
- Volatility in the Indian and global capital market;

## DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the audited financial results for financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023.

### Overview of Revenue & Expenditure

#### Revenues

Our Company’s revenue is primarily generated from Manufacturing and also does some Job work on case to case basis:

(Rs. in Lakhs)

Particulars	For the Financial Year ended on March 31		
	2025	2024	2023
Income			
Revenue from Operations	11,306.80	7,305.51	8,129.10
Increase/Decrease in %	54.77	(10.13)%	-
Other Operating Revenue in respect of Services supplied	62.35	87.98	285.53
Increase/Decrease in %	(29.13)	(69.19)%	-
Other Income	226.48	197.78	236.42
Increase/Decrease in %	14.51	(16.34)%	-
<b>Total Revenue</b>	<b>11,595.63</b>	<b>7,591.26</b>	<b>8,651.05</b>

The following is the Income mix in terms of value of revenue from operations of our Company for different products.

**For the financial year ended on March 31, 2025: -**

Product	Category of Product	Quantity (in KG)	Amount (Rs. in Lakhs)	% of Revenue from Operations
<b>Sale of Finished Goods</b>				
Paper Sheet /Board/ Reel (Uncoated)	Food Grade Paper	52,71,021	4,519.20	39.75
Paper Reel /Bobbin / Sheet (Coated)	Food Grade Paper	34,67,171	3,004.87	26.43
Paper Cup Blank	Paper Cup Blanks	18,57,433	1,658.78	14.59
Paper Cup Blank/Roll Barrier Coated (Export)	Paper Cup Blanks	5,13,321	805.34	7.08
Paper Reel/Sheet/Plate/Roll Coated (Export)	Food Grade Paper	5,53,822	475.31	4.18
OGR Paper	Food Grade Paper	2,35,029	427.75	3.76
Paper MTR /OTR	Food Grade Paper	1,35,158	285.18	2.51
Paper Cup Bottom Barrier Coated (Export)	Paper Cup Bottom	87,602	102.91	0.91
Paper Roll Kraft		59,480	20.76	0.18
Other Material (Export)		6,250.00	1.52	0.01
Paper Cup / Straw / Lead		-	1.48	0.01
<b>Other Receipts</b>				
Job Work Receipt		-	12.64	0.11
<b>Sale of Scrap &amp; Others</b>				
Paper Katran		2,67,207	46.32	0.41
Other Scrap		-	7.06	0.06
<b>Total</b>		<b>1,24,53,494</b>	<b>11,369.15</b>	<b>100.00</b>

**For the financial year ended on March 31, 2024: -**

Product	Category of Product	Quantity (in KG)	Amount (Rs. in Lakhs)	% of Revenue from Operations
<b>Sale of Finished Goods</b>				
Paper Cup/ Straw/ Lead		65,453	81.79	1.11
Paper Cup Blank	Paper Cup Blank	5,38,881	467.56	6.32
Paper Reel /Bobbin / Sheet (Coated)	Food Grade Paper	23,74,071	1,607.08	21.74
Paper Sheet / Paper Reel (Uncoated)	Food Grade Paper	51,69,132	4,312.75	58.33
Paper Cup (Export)	Food Grade Paper	-	0.00	0.00
Paper Cup Blank (Export)	Paper Cup Blank	4,62,680	466.94	6.32
Paper Cup Bottom (Export)	Paper Cup Bottom	74,874	68.19	0.92
Paper Reel/Sheet Coated (Export)	Food Grade Paper	2,60,568	252.62	3.42
Corrugated Boxes		11,977	7.03	0.09
Other Material Export		-	6.84	0.09
<b>Other Receipt</b>				
Job Work Receipt		-	39.73	0.54
<b>Sale of Scrap &amp; Others</b>				
Paper Kataran Scrap		2,61,305	48.25	0.65

Other Scrap		-	34.70	0.47
<b>Total</b>		<b>92,18,941</b>	<b>7,393.48</b>	<b>100.00</b>

**For the financial year ended on March 31, 2023: -**

Product	Category of Product	Quantity (in KG)	Amount (Rs. in Lakhs)	% of Revenue from Operations
<b>Sale of Finished Goods</b>				
Paper Cup/ Straw/ Lead		88,334	100.36	1.19
Paper Cup Blank	Paper Cup Blank	13,05,579	1,240.38	14.74
Paper Reel /Bobbin / Sheet (Coated)	Food Grade Paper	8,07,903	1,045.05	12.42
Paper Sheet / Paper Reel (Uncoated)	Food Grade Paper	37,07,137	3,697.41	43.94
Paper Cup (Export)		19,414	62.82	0.75
Paper Cup Blank (Export)	Paper Cup Blank	8,27,460	1,012.76	12.04
Paper Cup Bottom (Export)	Paper Cup Bottom	2,47,126	271.84	3.23
Paper Reel/Sheet Coated (Export)	Food Grade Paper	6,01,438	667.50	7.93
Corrugated Boxes	Corrugated Boxes	19,471	11.71	0.14
Other Material		-	5.25	0.06
<b>Other Receipts</b>				
Job Work Receipt		-	35.20	0.42
<b>Sale of Scrap &amp; Others</b>				
Paper Kataran Scrap		6,14,536	181.36	2.16
Other Scrap		-	15.09	0.18
<b>*Incentives</b>				
Sales of MEIS		-	1.32	0.02
Sales Rodtep		-	38.26	0.45
Export Incentive Claim		-	28.31	0.34
<b>Total</b>		<b>82,38,398</b>	<b>8,414.62</b>	<b>100.00</b>

## Other Income

Other Income consists of the following:

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Interest Income on FDR	0.28	0.11	0.01
Duty Draw Back claim received	15.83	9.24	5.06
Scrap claim which burn in fire	-	8.11	0.00
Rate differences on Sales	-	28.09	0.00
Udhyog Capital Subsidy	194.89	122.57	75.42
Profit /(Loss) on Sale of Fixed Assets	1.25	-	151.38
Interest received from PPKVVCL	1.04	1.18	0.75
Foreign Exchange Gain/(loss)	-	21.90	0.00
Remission of Duty and Taxes on Export	13.16	6.57	3.80
Sundry Balances Written off	0.02	-	-
<b>Total</b>	<b>226.48</b>	<b>197.78</b>	<b>236.42</b>

The following is the other income mix in terms of percentage of other income:

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Interest Income on FDR	0.12	0.06	0.00
Duty Draw Back claim received	6.99	4.67	2.14

Scrap claim which burn in fire	-	4.10	0.00
Rate differences on Sales	-	14.20	0.00
Udhyog Capital Subsidy	86.05	61.98	31.90
Profit /(Loss) on Sale of Fixed Assets	0.55	0.00	64.03
Interest received from PPKVVCL	0.46	0.60	0.32
Interest received from others	-	0.00	0.00
Foreign Exchange Gain/(loss)	-	11.07	0.00
Remission of Duty and Taxes on Export	5.81	3.32	1.61
Sundry Balances Written off	0.01		
<b>Total</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>

### **Expenditure**

Our Company's operating expenditure consists of following: -

Cost of Materials Consumed and Change in Inventories, Employees benefit expenses, Finance Cost, Depreciation & Amortization Expenses and Other Expenses.

## RESULTS OF OPERATIONS

### Statement of profits and losses

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's restated standalone financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue.

(Rs. in Lakhs)

Particulars		As at March 31, 2025	% of Total Revenue	As at March 31, 2024	% of Total Revenue	As at March 31, 2023	% of Total Revenue
1	Revenue from Operation	11,369.15	98.05	7,393.48	97.39	8,414.63	97.27
2	Other Income	226.48	1.95	197.78	2.61	236.42	2.73
3	<b>Total Income (1+2)</b>	<b>11,595.63</b>	<b>100.00</b>	<b>7,591.26</b>	<b>100.00</b>	<b>8,651.05</b>	<b>100.00</b>
4	Expenditure						
(a)	Cost of Material Consumed	9,779.80	84.34	6,218.82	81.92	7,997.89	92.45
(b)	Changes in inventories of Stock in trade	(681.18)	(5.87)	126.11	1.66	(607.87)	(7.03)
(c)	Employee Benefit Expenses	167.15	1.44	105.80	1.39	111.68	1.29
(d)	Finance Cost	288.50	2.49	179.45	2.36	195.57	2.26
(e)	Depreciation and Amortisation Expenses	245.90	2.12	138.89	1.83	148.22	1.71
(f)	Other Expenses	306.35	2.64	200.79	2.65	546.02	6.31
5	<b>Total Expenditure 4(a) to 4(f)</b>	<b>10,106.52</b>	<b>87.16</b>	<b>6,969.86</b>	<b>91.81</b>	<b>8,391.52</b>	<b>97.00</b>
6	Profit/(Loss) Before Exceptional & extraordinary items & Tax (3-5)	1,489.10	12.84	621.40	8.19	259.53	3.00
7	Exceptional item	-	-	0		0	
8	Profit/(Loss) Before Tax (6-7)	1,489.10	12.84	621.40	8.19	259.53	3.00
9	Tax Expense:						
(a)	Tax Expense for Current Year	425.75	3.67	116.40	1.53	84.92	0.98
(b)	MAT Credit	-	-			-	
(c)	Short/(Excess) Provision of Earlier Year	-	-	-		-	
(d)	Deferred Tax	35.97	0.31	106.41	1.40	(39.87)	(0.46)
	Net Current Tax Expenses	461.72	3.98	222.81	2.94	45.04	0.52
10	<b>Profit/(Loss) for the Year (8-9)</b>	<b>1,027.39</b>	<b>8.86</b>	<b>398.59</b>	<b>5.25</b>	<b>214.48</b>	<b>2.48</b>

## **FISCAL YEAR ENDED MARCH 31, 2025 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2024**

### **Income**

The Company primarily earns its revenue from the sale of products, including Paper Cup Blanks, Paper Sheets, and Paper Reels. Other operating revenues consist of income from job work and other services. For the fiscal year ended March 31, 2025, the total revenue (including other income) was Rs. 11,595.63 lakhs.

Revenue from operations increased by Rs. 4,001.29 lakhs, or 54.77%, to Rs. 11,306.80 lakhs in Fiscal 2025, compared to Rs. 7,305.51 lakhs in Fiscal 2024. This significant growth was primarily driven by higher product demand. The sale volume increased from 9,621.55 MT in Fiscal 2024 to 12,626.35 MT in Fiscal 2025, reflecting a 31.23% increase. Additionally, our Company added new products in Fiscal 2025, such as Paper MTR /OTR and OGR Paper which contributed Rs. 285.18 lakhs and Rs. 427.75 lakhs or 2.51% and 3.76% respectively in the overall sales mix. In Fiscal 2024, revenue from operations had declined by Rs.823.59 lakhs compared to Fiscal 2023 due to a fire incident that disrupted business operations for approximately two months. As a result, only nominal sales were recorded during that period. The low revenue base in Fiscal 2024 also contributed to the higher year-on-year growth observed in Fiscal 2025.

Revenue from other operating income, which includes job work and income from other services, decreased by Rs. 25.62 lakhs, or 29.13%, to Rs. 62.35 lakhs in Fiscal 2025, compared to Rs. 87.98 lakhs in Fiscal 2024. This decrease was primarily due to a reduction in sales of ink and the remission of duties and taxes on exports.

Other income increased by Rs. 28.70 lakhs, or 14.51%, to Rs.226.48 lakhs in Fiscal 2025, compared to Rs. 197.78 lakhs in Fiscal 2024. The increase was primarily driven by a rise in the receipt of Udyog Capital Subsidy, which grew by Rs.72.32 lakhs, or 59.00%, to Rs.194.89 lakhs in Fiscal 2025 from Rs. 122.57 lakhs in Fiscal 2024. However, this increase was partially offset by the absence of income from rate differences on sales, which stood at nil in Fiscal 2025 compared to Rs.28.09 lakhs in Fiscal 2024, and the non-receipt of scrap claim related to fire-damaged materials, which was nil in Fiscal 2025 as against Rs.8.11 lakhs in Fiscal 2024.

### **Expenditure**

Our total expenses increased by Rs. 3,136.66 Lakhs or 45.00% to Rs. 10,106.52 lakhs for Fiscal 2025 compared to Rs. 6,969.86 lakhs for Fiscal 2024. This was primarily attributable to:

#### **Cost of Materials consumed**

Our cost of materials consumed increased by Rs. 3,560.98 lakhs or 57.26% to Rs. 9,779.80 lakhs for Fiscal 2025 compared to Rs. 6,218.82 lakhs for Fiscal 2024. The increase in Cost of Material Consumed is mainly due to higher consumption driven by increase in production and revenue from operations.

#### **Change in inventories of finished goods and work-in-progress**

Change in inventory of finished good stood at Rs. (681.18) lakhs in Fiscal 2025 as compared Rs. 126.11 lakhs in Fiscal 2024.

#### **Employee Benefit Expenses**

Our employee benefits expense increased by Rs. 61.35 Lakhs or 57.99 % to Rs. 167.15 lakhs for Fiscal 2025 from Rs. 105.80 lakhs for Fiscal 2024. The increase is primary due to the increase in salary and wages by Rs. 39.32 Lakhs or 87.64% to Rs. 84.19 lakhs in Fiscal 2025 from Rs. 44.87 lakhs in Fiscal 2024 and increase in the Director Remuneration by Rs. 20.00 Lakhs or 37.04% to Rs. 74.00 lakhs in Fiscal 2025 from Rs. 54.00 lakhs in Fiscal 2024.



## Finance Costs

Our finance costs increased by Rs. 109.05 Lakhs or 60.77% to Rs. 288.50 lakhs for Fiscal 2025 compared to Rs. 179.45 lakhs for Fiscal 2024. This increase was primarily due to the increase in the long term and short-term borrowing during the year. The increase in the short-term borrowing is primarily to fund the working capital requirement of the Company which rose due to increase in the revenue from operations. However, the short-term borrowing decreased to Rs. 2,799.88 lakhs as at the end of Fiscal 2025 from Rs. 3,073.70 lakhs as at the end of Fiscal 2024 and long-term borrowing decreased to Rs. 1,166.20 lakhs as at the end of Fiscal 2025 from Rs. 1,446.15 lakhs due to the repayment of borrowing at the end of the Fiscal 2025.

## Depreciation & Amortization Expenses

Depreciation and amortisation expense increased by Rs.107.01 lakhs, or 77.05%, to Rs. 245.90 lakhs in Fiscal 2025, compared to Rs.138.89 lakhs in Fiscal 2024. The increase was primarily due to the addition of Plant and Machinery and Factory Building amounting to Rs. 1,931.25 lakhs and Rs. 230.54 lakhs, respectively in Fiscal 2024. These assets were capitalised in the later part of Fiscal 2024, resulting in only partial depreciation being charged during that year. However, in Fiscal 2025, depreciation on these additions was charged for the entire year, leading to a higher depreciation and amortisation expense.

## Other Expenses

Our other expenses increased by Rs. 105.56 lakhs or 52.57% to Rs. 306.35 lakhs for Fiscal 2025 as compared to Rs. 200.79 lakhs for Fiscal 2024. This increase was primarily due to increase in Export Expenses, Ocean Freight-Export, Professional & Legal Fees, Travelling Expenses and Miscellaneous Expenses by Rs. 22.62 lakhs, Rs. 21.40 lakhs, Rs. 22.92 lakhs, Rs. 11.58 lakhs and Rs. 18.13 lakhs respectively between Fiscal 2024 and Fiscal 2025.

## Profit before Exceptional & Extraordinary Items and Tax

Profit Before Exceptional & Extraordinary Items and Tax increased by Rs. 867.70 Lakhs or 139.64% to Rs. 1,489.10 lakhs in Fiscal 2025 as compared to Rs. 621.4 lakhs for Fiscal 2024. This increased due to Increase of Margin and increase in the revenue from operations.

## Tax Expenses

Our tax expenses increased by Rs. 238.91 Lakhs or 107.23% to Rs. 461.72 lakhs for Fiscal 2025 as compared to Rs. 222.81 lakhs for Fiscal 2024. The increase in current tax was primarily on account of increase in taxable income for Fiscal 2025.

## Profit for the Year

As a result of the abovesaid factors, our profit for the year increased by Rs. 628.80 lakhs or 157.76% to Rs. 1,027.39 lakhs for Fiscal 2025 as compared to Rs. 398.59 lakhs for Fiscal 2024.

- The profit margin increased to 9.04% in Fiscal 2025 as compared to 5.39% in Fiscal 2024. This improvement in margins is primarily attributable to a higher proportion of high-margin products in the sales mix. During Fiscal 2025, the Company introduced two high-margin products, Paper MTR/OTR and OGR Paper, which contributed 2.51% and 3.76% respectively to the overall sales mix.
- Total expenses to revenue from operation was 88.89% in Fiscal 2025 compared to 94.27% in Fiscal 2024.

## FISCAL YEAR ENDED MARCH 31, 2024 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023

### Income

The company primarily earns its revenue from the sale of products, including Paper Cup Blanks, Paper Sheets, and Paper Reels. Other operating revenues consist of income from job work and other services. For the fiscal year ended March 31, 2024, the total revenue (including other income) was Rs. 7,591.26 lakhs.

Revenue from manufactured products decreased by Rs. 823.59 lakhs, or 10.13%, to Rs. 7,305.51 lakhs in Fiscal 2024, compared to Rs. 8,129.10 lakhs in Fiscal 2023. This decline in revenue from operations was primarily due to a fire incident, which caused the company to remain shut for two months for infrastructure rearrangement. During this period, only nominal sales occurred. However, despite the decrease in revenue, our sales volume increased from 7,946.79 MT in Fiscal 2023 to 9,261 MT in Fiscal 2024, reflecting a 21.07% increase. The decrease in value, despite higher volumes, was mainly due to a reduction in overall paper prices.

Revenue from other operating income, which includes job work and income from other services, decreased by Rs. 197.55 lakhs, or 69.19%, to Rs. 87.98 lakhs in Fiscal 2024, compared to Rs. 285.53 lakhs in Fiscal 2023. This decrease was primarily due to a reduction in sales of ink and the remission of duties and taxes on exports.

Other income decreased by Rs. 38.64 lakhs, or 16.34%, to Rs. 197.78 lakhs in Fiscal 2024, as compared to Rs. 236.42 lakhs in Fiscal 2023. The decrease in other income was primarily due to a gain of Rs. 151.38 lakhs from the sale of fixed assets in Fiscal 2023, which did not recur in Fiscal 2024.

### **Expenditure**

Our total expenses decreased by Rs. 1421.66 Lakhs or 16.94% to Rs. 6,969.86 lakhs for Fiscal 2024 as compared to Rs. 8,391.52 lakhs for Fiscal 2023. This was primarily attributable to:

#### **a) Cost of Materials consumed**

Our cost of materials consumed decreased by Rs.1,779.07 lakhs or 22.24% to Rs. 6,218.82 lakhs for Fiscal 2024 compared to Rs. 7997.89 lakhs for Fiscal 2023. The decrease in Cost of Material Consumed is mainly due to decline in raw materials prices.

#### **b) Change in inventories of finished goods and work-in-progress**

Our inventory level for finished goods in Fiscal 2024 had increased by Rs. 733.98 Lakhs i.e. from Rs. (607.87) lakhs in Fiscal 2023 to Rs. 126.11 lakhs in Fiscal 2024.

#### **c) Employee Benefit Expenses**

Our employee benefits expense decreased by Rs. 5.88 Lakhs or 5.27% to Rs 105.80 lakhs for Fiscal 2024 from Rs. 111.68 lakhs for Fiscal 2023. The decrease is primary due to the fire, the proportionate amounts attributed to such production have been deducted from the respective groups of expenses. As a result, a decrease of Rs. 5.88 lakhs has been observed in the employee benefit expenses.

#### **d) Finance Costs**

Our finance costs decreased by Rs. 16.12 Lakhs or 8.24% to Rs. 179.45 lakhs for Fiscal 2024 compared to Rs. 195.57 lakhs for Fiscal 2023. This decrease was primarily due to the repayment of secured long-term loans and unsecured loans from directors and relatives.

#### **e) Depreciation & Amortization Expenses**

Our depreciation and amortisation expense marginally decreased by Rs. 9.33 lakhs or 6.29% to Rs. 138.89 lakhs for Fiscal 2024 compared to Rs. 148.22 lakhs for Fiscal 2023. During the year some machines were sold and new machines was added in the month of March 2024.

#### **f) Other Expenses**

Our other expenses decreased by Rs. 345.23 lakhs or 63.23% to Rs. 200.79 lakhs for Fiscal 2024 as compared to Rs. 546.02 lakhs for Fiscal 2023. This decrease was primarily due to a decrease in Discount Expenses which decreased to Rs. 0.06 lakhs for Fiscal 2024 from Rs. 97.68 lakhs in Fiscal 2023. Additionally, Foreign Exchange Loss decreased to nil in Fiscal 2024 from Rs. 89.74 lakhs in Fiscal 2023.

### Profit before exceptional & extraordinary items and Tax

Profit before exceptional & extraordinary items and Tax increased by Rs. 361.87 Lakhs or 139.43% to Rs. 621.4 lakhs Fiscal 2024 as compared to Rs. 259.53 lakhs for Fiscal 2023. This increased due to Increase of Margin and decrease in cost of material consumed and other expense and company's focus on cost optimization and operational efficiency, which have helped offset the impact of declining revenues.

### Tax Expenses

Our tax expenses increased by Rs. 31.48 Lakhs or 37.07% to Rs. 116.40 lakhs in Fiscal 2024 as compared to Rs. 84.92 lakhs for Fiscal 2023. The increase in current tax was primarily on account of increase in taxable income for Fiscal 2024.

### Profit for the Year

As a result of the abovesaid factors, our profit for the year increased by Rs. 184.10 lakhs or 85.83% to Rs. 398.59 lakhs for Fiscal 2024 compared to Rs. 214.48 lakhs for Fiscal 2023.

Total expenses to revenue from operation was 94.27% in Fiscal 2024 compared to 99.73% in F.Y. 2023.

### CASH FLOW BASED ON RESTATED STANDALONE FINANCIAL STATEMENTS

(Rs. in Lakhs)

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Cash flow from Operating Activities	547.86	250.71	115.50
Cash flow from Investing Activities	4.74	(576.18)	(1,136.67)
Cash flow from Financing Activities	(591.17)	365.59	1,014.52
Cash and Cash equivalents at the end of the year	(38.56)	40.11	(6.65)

### Other Key Ratios

Sr. No.	Ratio	March 31, 2025	March 31, 2024	March 31, 2023	Changes in Ratio (%) 31.03.2025 v/s 31.03.24	Changes in Ratio (%) 31.03.24 v/s 31.03.23
1	Current Ratio (No. of Times)	1.38	1.07	1.13	28.97%	(5.02)%
2	Debt Equity Ratio (No. of Times)	1.35	2.71	3.13	(50.32)%	(13.46)%
3	Debt Service Coverage Ratio (No. of Times)	2.79	1.33	0.84	109.19%	59.21%
4	Return On Equity Ratio (%)	44.53%	27.14%	18.45%	64.08%	47.05%
5	Inventory Turnover Ratio (In Days)	76.23	95.16	81.38	(19.89)%	16.94%
6	Trade Receivable Turnover Ratio (In Days)	61.55	77.98	66.18	(21.07)%	17.83%
7	Trade Payable Turnover Ratio (In Days)	25.81	37.80	31.62	(31.71)%	19.54%
8	Net Capital Turnover Ratio (No of Days)	29.70	17.60	30.50	68.79%	(42.31)%
9	Net Profit Ratio (%)	9.04%	5.39%	2.55%	67.62%	111.50%
10	Return On Capital Employed (%)	25.15%	12.57%	8.24%	100.07%	52.58%
11	Return On Investment/Total Assets (%)	N.A	N.A	N.A	N.A	N.A
	<b>Note:</b> Details of numerator and denominator for the above ratio are as under:					
	(1) Current Ratio = Current Assets / Current Liabilities. (2) Debt- equity ratio = Total debt / Shareholders' equity. (3) Debt service coverage ratio = (Net Profit After Tax + Depreciation + Interest)/(Principal + Interest). (4) Return on equity ratio= Net profit after taxes / Average Shareholder's Equity. (5) Inventory turnover ratio=Cost of goods sold or sales/Average inventory. (6) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables. (7) Trade payables turnover ratio=Purchase/Average trade payables. (8) Net Capital turnover ratio=Net sales/Average working capital. (9) Net profit ratio=Net profit after taxes/Total Revenue. (10) Return on capital employed=Earnings before interest and taxes/Capital employed (Shareholder Fund + Debt + DTL - DTA). (11) Return on investment/Total Assets=PAT/Total Assets.					

## **OTHER MATTERS**

### **1. Unusual or infrequent events or transactions**

Except as described in this Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations**

Other than as described in the chapter titled “*Risk Factors*” beginning on page 27, to our knowledge there are no known 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*” beginning on page 27, 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**

Our Company’s future costs and revenues will be determined by demand of our Product, government policies and availability of Raw Material.

### **5. Total turnover of each major industry segment in which the issuer company operates.**

The Company is operating in Disposable Paper Industry, relevant industry data, as available, has been included in the chapter titled “*Our Industry*” beginning on page 112.

### **6. Status of any publicly announced new Product or business segments**

Our Company has not announced any new Product and segment / scheme, other than through this Red Herring Prospectus.

### **7. The extent to which the business is seasonal**

Our Company business is not seasonal in nature.

### **8. Any significant dependence on a single or few suppliers or customers.**

Our business is dependent on few suppliers and customers. We source our raw material from top 5 suppliers contributing 87.81%, 90.55% and 86.25% of the total purchases for the Fiscal 2025, 2024 and 2023 respectively. Further, our top 5 customers contribute 41.60%, 43.00% and 32.59% of revenue from operations for the Fiscal 2025, 2024 and 2023 respectively.

### **9. Competitive Conditions**

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in the chapter titled “*Our Business*” beginning on page 138.

## SECTION VIII - LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by statutory and regulatory authorities; (iii) tax proceedings - claims related to direct and indirect taxes in a consolidated manner; and (iv) material civil litigation or arbitration proceeding which are determined to be 'material' as per a policy adopted by our Board ("**Materiality Policy**"), in each case involving our Company, Promoters or Directors or Promoter Group or Key Managerial Personnel (collectively, the "**Relevant Parties**"). Further, there are no disciplinary actions including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding action.*

*For the purposes of (iv) above, in terms of the Amended Materiality Policy adopted by resolution of our Board dated July 14, 2025: any outstanding litigation / arbitration proceedings (other than as covered in points (i) to (iii) above) involving our Company, Promoters or Directors, individuals / entities forming part of our Promoter Group, Group Entities and KMPs shall be considered material for the purposes of disclosure in this Red Herring Prospectus, if:*

- i. As per the policy of materiality defined by the board of directors of the issuer where the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, being Rs. 10.27 lakhs, as per the last rested financial statements of the Company;*

*Or*

- ii. the aggregate monetary claim/dispute amount/ liability involved in such proceeding is in excess of the lower of:*
  - a) 2% of the turnover of our Company, being Rs. 227.38 lakhs, for the most recent financial year as per the Restated Standalone Financial Statements; or*
  - b) 2% of the net worth of our Company, being Rs. 58.93 lakhs, as at the end of the most recent financial period as per the Restated Standalone Financial Statements, except in case the arithmetic value of the net worth is negative; or*
  - c) 5% of the average of the absolute value of the profit or loss after tax of our Company, being Rs. 27.34 lakhs, for the last three financial years as per the Restated Standalone Financial Statements ("Threshold");*

*Accordingly, Rs. 10.27 lakhs being the lowest among the above criteria, the Board has adopted a material threshold of Rs. 10.00 lakhs by approving the Materiality Policy through a Board Resolution dated July 14, 2025: or*

- iii. the outcome of such proceeding (including proceedings under the Insolvency and Bankruptcy Code, 2016) could have a material adverse effect on the business, operations, performance, results of operations, cash flows, prospects, financial position or reputation of our Company, irrespective of whether the amount involved in such proceeding exceeds the threshold or not or whether the monetary liability is not quantifiable in such proceeding; or*
- iv. the decision in such proceeding is likely to affect the decision in similar proceedings, such that the cumulative amount involved in such proceedings exceeds the threshold, even though the amount involved in an individual proceeding may not exceed the threshold.*

*It is clarified that for the purposes of the above, pre-litigation notices received/ sent by the Relevant Parties from third parties (excluding those notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) shall, unless otherwise decided by our Board, have not and shall not, be considered as material litigation until such time that the Relevant Parties, as the case may be, are impleaded as a party in proceedings before any judicial /arbitral forum.*

*Except as stated in this section, there are no outstanding material dues to creditors of our Company. In accordance with the Amended Materiality Policy, outstanding dues to any creditor of our Company having monetary value exceeding Rs. 10.00 lakhs, shall be considered as 'material'. Accordingly, as on March 31, 2025 any outstanding dues exceeding Rs. 10.00 lakhs have been considered as 'material outstanding dues' for the purpose of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("MSME"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

*Further, Legacy Law Offices LLP, the Legal Advisor, has given its legal due diligence report in relation to the Outstanding Litigations and Material Development dated July 18, 2025.*

*All terms defined in a particular litigation disclosure pertain to that litigation only. Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus.*

## **I. LITIGATIONS INVOLVING OUR COMPANY**

### **A. Outstanding criminal litigations involving our Company**

#### ***Criminal litigation against our Company***

As on the date of this Red Herring Prospectus, there are no outstanding Criminal Litigations initiated against our Company except as below:

#### **RCT 712 of 2024, Police Station, Industrial Area, Dewas, Madhya Pradesh v. Shakil Ahmed Shaikh S/o Nisar Ahmed Shaikh, before the Hon'ble I Additional Judge to I Civil Judge Class-II, Dewas, Madhya Pradesh**

The present criminal complaint has been filed against the Factory manager of Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited), Mr. Shakil Shaikh ("**the Accused**") for the FIR No. 519 of 2023 dated 9.6.2023 registered with Police Station, Industrial Area, Dewas. The charges against the Accused have been filed under Section 304-A of the Indian Penal Code, 1860. A fire accident had occurred in the factory premises of Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) on 05.05.2023 in the factory godown, located at the west direction of the factory plot near Gate No.1 at Plot No. E-1, Industrial Area No.1, Dewas in between MPEB Yard and Security cabin leading to death of two workers and severe injuries to others. The fire accident was investigated by the Office of Scene of Crime (Mobile Unit), Dewas, Madhya Pradesh. The incident was also investigated into by the Office of the Dy. Director, Industrial Health and Safety, Dewas cum Inspector of Factories which has filed a RCT No. 1321 of 2023 (which has been disposed as of 04.07.2025) before the Court of the Hon'ble Civil Judge Class-I and Chief Judicial Magistrate, Dewas alleging the violation of Section 7(A)2(C)&7(A)(2)(D) of the Factories Act, 1948 and under the Madhya Pradesh Factories Rules, 1962 alleging *inter-alia* improper fire exits, improper precautions, no fire hydrant system cum automatic sprinklers etc. Post investigation, the Police has submitted a final report to the Hon'ble Court under Section 173 Code of Criminal Procedure, 1973 and has charge sheeted the Accused under Section 304-A of the Indian Penal Code, 1860 for fire in the factory premises. The matter has been last heard on 17.04.2025 and is now pending for recording of evidence. The matter has been now posted to 18.08.2025. Presently the matter is pending.



### ***Criminal litigations initiated by our Company***

As on the date of this Red Herring Prospectus, there are no outstanding Criminal Litigations initiated by our Company except as below:

**1. Case No. SC NIA 507 of 2021 filed by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) against Jitendra Sharma before the Hon'ble Civil Judge, Class-I, Dewas**

The present complaint has been filed by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) (**'Complainant'**) against Mr. Jitendra Sharma (**'the Accused'**) for the dishonour of cheque before Hon'ble Civil Judge, Class –I, Dewas under Section 138 of the Negotiable Instruments Act, 1881 ('NI Act'). The Complainant is a manufacturer and seller of paper cups and allied items and the Accused in the course of his business dealings with the Complainant used to purchase several forms of paper cups from the Complainant. The Complainant used to maintain an account with itself for the Accused in respect of the items purchased by the Accused from time to time and as per the account maintained by the Complainant and as on 01.04.2020, an amount of Rs. 1,62,448/- was due from Mr. Jitendra Sharma ("the Accused") and in discharge of his liability, Mr. Jitendra Sharma issued a cheque for Rs. 1,62,448/- to the Complainant. Upon presentation, the aforesaid cheque was dishonoured with the remarks "Funds Insufficient". Thereafter a legal notice dated 05.04.2021 u/s 138 of the NI Act has been issued by the Complainant to the Accused calling upon the Accused to make payment of the amount due, however the Accused has failed to pay the amount due despite the issuance of notice and thereafter a complaint under Section 138 of the NI Act was filed by the Complainant against the Accused. The matter was heard on 06.06.2025 and the next date of hearing is 13.08.2025. Presently the matter is pending.

**2. Case No. SC NIA 508 of 2021 filed by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) v.Mr. Sorabh Malviya, Proprietor, M/s Yug Enterprises, Vidisha before the Hon'ble Civil Judge, Class-I, Dewas**

The present complaint has been filed by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) (**'Complainant'**) against Mr. Sorabh Malviya (**'the Accused'**) for the dishonour of cheque before Hon'ble Civil Judge, Class –I, Dewas under Section 138 of the Negotiable Instruments Act, 1881 ('NI Act'). The Complainant is a manufacturer and seller of paper cups and allied items and the Accused in the course of his business dealings with the Complainant used to purchase several forms of paper cups from the Complainant. The Complainant used to maintain an account with itself for the Accused in respect of the items purchased by the Accused from time to time and as per the account maintained by the Complainant and as on 15.07.2020, an amount of Rs. 56,442/- was due from Mr. Sorabh Malviya ("the Accused") and in discharge of his liability, Mr. Sorabh Malviya issued a cheque for Rs. 50,000/- to the Complainant. Upon presentation, the aforesaid cheque was dishonoured with the remarks "Funds Insufficient". Thereafter a legal notice dated 05.04.2021 u/s 138 of the NI Act has been issued by the Complainant to the Accused calling upon the Accused to make payment of the amount due, however the Accused has failed to pay the amount due despite the issuance of notice and thereafter a complaint under Section 138 of the NI Act was filed by the Complainant against the Accused. The matter was heard on 20.06.2025 and the next date of hearing is 22.08.2025. Presently the matter is pending.

**3. Case No. SC NIA 509 of 2021 filed by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) against Mr. Sahil Khan, Proprietor, M/s Imara Industries, through Akhtar Hussain, s/o Mohammad Hussain before the Hon'ble Civil Judge, Class-I, Dewas**

The present complaint has been filed by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) (**'Complainant'**) against Mr. Sahil Khan, Proprietor of M/s Imara Industries (**'the Accused'**) for the dishonour of cheque before Hon'ble Civil Judge, Class –I, Dewas under Section 138 of the Negotiable Instruments Act, 1881 ('NI Act'). The Complainant is a manufacturer and seller of paper cups and allied items and the Accused in the course of his business dealings with the Complainant used to purchase several forms of paper cups from the Complainant. The Complainant used to maintain an account



with itself for the Accused in respect of the items purchased by the Accused from time to time and as per the account maintained by the Complainant and as on 15.02.2020, an amount of Rs. 1,40,266/- was due from Mr. Sahil Khan (“the Accused”) and in discharge of his liability, Mr. Sahil Khan issued a cheque for Rs. 1,40,266/- to the Complainant. Upon presentation, the aforesaid cheque was dishonoured with the remarks “Funds Insufficient”. Thereafter a legal notice dated 05.04.2021 u/s 138 of the NI Act has been issued by the Complainant to the Accused calling upon the Accused to make payment of the amount due, however the Accused has failed to pay the amount due despite the issuance of notice and thereafter a complaint under Section 138 of the NI Act was filed by the Complainant against the Accused. The matter was heard on 20.06.2025 and the next date of hearing is 22.08.2025. Presently the matter is pending.

**4. Case No. SC NIA 128 of 2023, Sunil Maheshwari s/o Madanlal Maheshwari Director by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) v. Mr. Amit Jain, Proprietor, M/s Chandra Prabhu Paper Mart, before the Hon’ble Civil Judge, Class-II, Dewas**

The present complaint has been filed by Sunil Maheshwari in their capacity as director of Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) (“Complainant”) against Mr. Amit Jain, Proprietor of M/s Chandra Prabhu Paper Mart (“the Accused”) for the dishonour of cheque before Hon’ble Civil Judge, Class –II, Dewas under Section 138 of the Negotiable Instruments Act, 1881 (“NI Act”). The Complainant is a manufacturer and seller of paper cups and allied items and the Accused in the course of his business dealings with the Complainant and in discharge of his liability, Mr. Amit Jain issued a cheque for Rs. 16,11,342/- to the Complainant. Upon presentation, the aforesaid cheque was dishonoured with the remarks “Funds Insufficient”. Thereafter a legal notice dated 20.02.2023 u/s 138 of the NI Act has been issued by the Complainant to the Accused calling upon the Accused to make payment of the amount due, however the Accused has failed to pay the amount due despite the issuance of notice and thereafter a complaint under Section 138 of the NI Act was filed by the Complainant against the Accused. The matter was heard on 13.06.2025 and the next date of hearing is 23.09.2025. Presently the matter is pending.

**B. Civil litigations involving our Company**

***Civil litigations against our Company***

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated against our Company.

***Civil litigations initiated by our Company***

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated by our Company except as below:-

**Miscellaneous Appeal No.3284 of 2018, Aaradhya Disposal Industries Private Limited through Sunil Maheshwari (Now Aaradhya Disposal Industries Limited) v. Gopal Mangrolia before the Hon’ble High Court of Madhya Pradesh, Bench at Indore**

An appeal has been preferred by Aaradhya Disposal Private Limited (Now Aaradhya Disposal Industries Limited) through Sunil Maheshwari (“Appellant”) against Gopal Mangrolia (“Respondent”) before the Hon’ble High Court of Madhya Pradesh, Bench at Indore. The said appeal has been filed against the order passed by Commissioner for Employees Compensation, Labour Court, Dewas in Case No. 35 WC NF 2015. The Appellant, owner of a factory employed the Respondent's wife, Smt. Radha. The Respondent filed an application before the Commissioner, claiming that although his wife was employed by the Appellant, his attendance was wrongly marked on the Milk Card even though he wasn’t present at the factory. He further alleged that on 15.01.2015, while working on the punching machine during the first shift, he injured the forefinger of his left hand. After receiving initial treatment at Maheshwari Nursing Home, he was treated at the ESI Hospital using his wife’s Insurance Card. However, despite this, the Respondent did not receive the compensation he was entitled to. The

Respondent then sought compensation of Rs.5,00,000/-, along with interest. On 04.05.2018, the Commissioner of Employees Compensation passed an award directing the Appellant to pay compensation of Rs.1,72,620/-, along with interest at 12% per annum from the date of the accident. The award further stipulated that if the amount was not deposited within 45 days, a penalty of 25% would be imposed on the Appellant. In response thereto, the Appellant has filed the appeal. The appeal was last heard on 21.08.2019 and is currently pending.

### **C. Outstanding actions by Statutory or Regulatory Authorities against our Company**

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Company.

## **II. LITIGATION INVOLVING OUR GROUP ENTITIES**

### **A. Outstanding criminal litigations involving our Group Entities**

#### ***Criminal litigation against our Group Entities***

As on the date of this Red Herring Prospectus, there are no outstanding Criminal Litigations initiated against our Group Entities.

#### ***Criminal Litigation by our Group Entities***

As on the date of this Red Herring Prospectus, there are no outstanding Criminal Litigations initiated by our Group Entities.

### **B. Civil litigations involving our Group Entities**

#### ***Civil litigations against our Group Entities***

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated against our Group Entities.

#### ***Civil litigations initiated by our Group Entities***

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated by our Group Entities.

### **C. Outstanding actions by Statutory or Regulatory Authorities against our Group Entities**

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory Authorities against our Group Entities.

## **III. LITIGATIONS INVOLVING OUR PROMOTERS**

### **A. Outstanding criminal litigations involving our Promoters**

#### ***Criminal litigation against our Promoters***

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated against our Promoters

### ***Criminal litigations initiated by our Promoters***

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated by our Promoters, except as below:-

#### **Case No. SC NIA 128 of 2023, Sunil Maheshwari s/o Madanlal Maheshwari Director by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) v. Mr. Amit Jain, Proprietor, M/s Chandra Prabhu Paper Mart, before the Hon'ble Civil Judge, Class-II, Dewas**

The present complaint has been filed by Sunil Maheshwari in their capacity as director of Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) (**'Complainant'**) against Mr. Amit Jain, Proprietor of M/s Chandra Prabhu Paper Mart (**'the Accused'**) for the dishonour of cheque before Hon'ble Civil Judge, Class –II, Dewas under Section 138 of the Negotiable Instruments Act, 1881 ('NI Act'). The Complainant is a manufacturer and seller of paper cups and allied items and the Accused in the course of his business dealings with the Complainant and in discharge of his liability, Mr. Amit Jain issued a cheque for Rs.16,11,342/- to the Complainant. Upon presentation, the aforesaid cheque was dishonoured with the remarks "Funds Insufficient". Thereafter a legal notice dated 20.02.2023 u/s 138 of the NI Act has been issued by the Complainant to the Accused calling upon the Accused to make payment of the amount due, however the Accused has failed to pay the amount due despite the issuance of notice and thereafter a complaint under Section 138 of the NI Act was filed by the Complainant against the Accused. The matter was heard on 13.06.2025 and the next date of hearing is 23.09.2025. Presently the matter is pending.

### **B. Outstanding civil litigations involving our Promoters**

#### ***Civil litigations against our Promoters***

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated against our Promoters.

#### ***Civil litigations initiated by our Promoters***

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated by our Promoters, except as below:-

#### **Miscellaneous Appeal No. 3284 of 2018, Aaradhya Disposal Industries Private Limited through Sunil Maheshwari (Now Aaradhya Disposal Industries Limited) v. Gopal Mangrolia before the Hon'ble High Court of Madhya Pradesh, Bench at Indore**

An appeal has been preferred by Aaradhya Disposal Private Limited (Now Aaradhya Disposal Industries Limited) through Sunil Maheshwari (**'Appellant'**) against Gopal Mangrolia (**'Respondent'**) before the Hon'ble High Court of Madhya Pradesh, Bench at Indore. The said appeal has been filed against the order passed by Commissioner for Employees Compensation, Labour Court, Dewas in Case No. 35 WC NF 2015. The Appellant, owner of a factory employed the Respondent's wife, Smt. Radha. The Respondent filed an application before the Commissioner, claiming that although his wife was employed by the Appellant, his attendance was wrongly marked on the Milk Card even though he wasn't present at the factory. He further alleged that on 15.01.2015, while working on the punching machine during the first shift, he injured the forefinger of his left hand. After receiving initial treatment at Maheshwari Nursing Home, he was treated at the ESI Hospital using his wife's Insurance Card. However, despite this, the Respondent did not receive the compensation he was entitled to. The Respondent then sought compensation of Rs.5,00,000/-, along with interest. On 04.05.2018, the Commissioner of Employees Compensation passed an award directing the Appellant to pay compensation of Rs.1,72,620/-, along with interest at 12% per annum from the date of the accident. The award further stipulated that if the amount was not deposited within 45 days, a penalty of 25% would be imposed on the Appellant. In response thereto, the Appellant has filed the appeal. The appeal was last heard on 21.08.2019 and is currently pending.

### **C. Outstanding actions by Statutory or Regulatory authorities against our Promoters**

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory authorities against our Promoters.

## **IV. LITIGATIONS INVOLVING INDIVIDUALS FORMING PART OF OUR PROMOTER GROUP**

### **A. Outstanding criminal litigations involving individuals forming part of our Promoter Group**

#### ***Criminal litigation against individuals forming part of our Promoter Group***

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated against the individuals forming part of our Promoter Group.

#### ***Criminal litigations initiated by individuals forming part of our Promoter Group***

As on the date of this Red Herring Prospectus, there are no outstanding criminal litigations initiated by the individuals forming part of our Promoter Group except as below:

#### **Case No. SC NIA 153 of 2019 filed by Asha Devi Rathi v. Mr. Bherulal Prajapat before the Hon'ble Civil Judge, Senior Division Ratlam**

The present complaint has been filed by Ms. Asha Devi Rathi, an individual of the promoter group (**'Complainant'**) against Mr. Bherulal Prajapat (**'the Accused'**) for the dishonour of cheque before Hon'ble Civil Judge, Senior Division Ratlam under Section 138 of the Negotiable Instruments Act, 1881 ('NI Act'). The Complainant sold coal to the Accused for the brick kiln of the Accused and in lieu of the said transaction an amount of Rs.1,27,054/- was due from the Accused and in discharge of his liability, Mr. Bherulal Prajapat issued a cheque for Rs.1,27,054/- to the Complainant. Upon presentation, the aforesaid cheque was dishonoured with the remarks "Funds Insufficient". Thereafter a legal notice dated 12.01.2019 u/s 138 of the NI Act has been issued by the Complainant to the Accused calling upon the Accused to make payment of the amount due, however the Accused has failed to pay the amount due despite the issuance of notice and thereafter a complaint under Section 138 of the NI Act was filed by the Complainant against the Accused. The matter was heard on 10.07.2025 and the next date of hearing is 26.08.2025. Presently the matter is pending.

### **B. Outstanding civil litigations involving individuals forming part of our Promoter Group**

#### ***Civil litigations against individuals forming part of our Promoter Group***

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated against the individuals forming part of our Promoter Group.

#### ***Civil litigations initiated by individuals forming part of our Promoter group***

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated by the individuals forming part of our Promoter Group

### **C. Outstanding actions by Statutory or Regulatory authorities against individuals forming part of our Promoter Group**

As on the date of this Red Herring Prospectus, there are no outstanding actions initiated by Statutory or Regulatory authorities against the individuals forming part of our Promoter Group.

## V. LITIGATIONS INVOLVING OUR DIRECTORS

### A. Criminal litigations involving our Directors

#### *Criminal litigations against our Directors*

As on the date of this Red Herring Prospectus there are no outstanding criminal litigations against our Directors.

#### *Criminal litigations by our Directors*

As on the date of this Red Herring Prospectus there are no outstanding criminal litigations initiated by our Directors except as below:-

**Case No. SC NIA 128 of 2023, Sunil Maheshwari s/o Madanlal Maheshwari Director by Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) v. Mr. Amit Jain, Proprietor, M/s Chandra Prabhu Paper Mart, before the Hon'ble Civil Judge, Class-II, Dewas**

The present complaint has been filed by Sunil Maheshwari in their capacity as director of Aaradhya Disposal Industries Private Limited (Now Aaradhya Disposal Industries Limited) (**'Complainant'**) against Mr. Amit Jain, Proprietor of M/s Chandra Prabhu Paper Mart (**'the Accused'**) for the dishonour of cheque before Hon'ble Civil Judge, Class –II, Dewas under Section 138 of the Negotiable Instruments Act, 1881 ('NI Act'). The Complainant is a manufacturer and seller of paper cups and allied items and the Accused in the course of his business dealings with the Complainant and in discharge of his liability, Mr. Amit Jain issued a cheque for Rs.16,11,342/- to the Complainant. Upon presentation, the aforesaid cheque was dishonoured with the remarks "Funds Insufficient". Thereafter a legal notice dated 20.02.2023 u/s 138 of the NI Act has been issued by the Complainant to the Accused calling upon the Accused to make payment of the amount due, however the Accused has failed to pay the amount due despite the issuance of notice and thereafter a complaint under Section 138 of the NI Act was filed by the Complainant against the Accused. The matter was heard on 13.06.2025 and the next date of hearing is 23.09.2025. Presently the matter is pending.

### B. Civil litigations involving our Directors.

#### *Civil litigations against our Directors*

As on the date of this Red Herring Prospectus, there are no outstanding civil litigations initiated against our Directors

#### *Civil litigations initiated by our Directors*

As on the date of this Red Herring Prospectus, there are no outstanding civil litigations initiated by our Directors, except as below:

**Miscellaneous Appeal No.3284 of 2018, Aaradhya Disposal Industries Private Limited through Sunil Maheshwari (Now Aaradhya Disposal Industries Limited) v. Gopal Mangrolia before the Hon'ble High Court of Madhya Pradesh, Bench at Indore**

An appeal has been preferred by Aaradhya Disposal Private Limited (Now Aaradhya Disposal Industries Limited) through Sunil Maheshwari (**'Appellant'**) against Gopal Mangrolia (**'Respondent'**) before the Hon'ble High Court of Madhya Pradesh, Bench at Indore. The said appeal has been filed against the order passed by Commissioner for Employees Compensation, Labour Court, Dewas in Case No. 35 WC NF 2015. The Appellant, owner of a factory employed the Respondent's wife, Smt. Radha. The Respondent filed an application before the Commissioner, claiming that although his wife was employed by the Appellant, his attendance was wrongly marked on the Milk Card even though he wasn't present at the factory. He further alleged that on 15.01.2015,

while working on the punching machine during the first shift, he injured the forefinger of his left hand. After receiving initial treatment at Maheshwari Nursing Home, he was treated at the ESI Hospital using his wife's Insurance Card. However, despite this, the Respondent did not receive the compensation he was entitled to. The Respondent then sought compensation of Rs.5,00,000/-, along with interest. On 04.05.2018, the Commissioner of Employees Compensation passed an award directing the Appellant to pay compensation of Rs.1,72,620/-, along with interest at 12% per annum from the date of the accident. The award further stipulated that if the amount was not deposited within 45 days, a penalty of 25% would be imposed on the Appellant. In response thereto, the Appellant has filed the appeal. The appeal was last heard on 21.08.2019 and is currently pending.

### **C. Outstanding actions by Statutory or Regulatory Authorities against our Directors**

As on the date of this Red Herring Prospectus there are no outstanding actions initiated by the Statutory or Regulatory Authorities against our Directors.

## **VI. LITIGATION INVOLVING KEY MANAGERIAL PERSONNEL**

### **A. Outstanding criminal litigations involving the Key Managerial Personnel (KMPs other than Promoter and Director)**

#### **Criminal litigation against the Key Managerial Personnel of the Company (KMPs other than Promoter and Director)**

As on the date of this Red Herring Prospectus, there are no outstanding Criminal Litigations initiated against the Key Managerial Personnel of the Company (KMPs Other than Promoters and Directors).

#### **Criminal litigations initiated by the Key Managerial Personnel of the Company (KMPs other than Promoter and Director)**

As on the date of this Red Herring Prospectus, there are no outstanding Criminal Litigations initiated by the Key Managerial Personnel of the Company (KMPs Other than Promoters and Directors).

### **B. Civil litigations involving the Key Managerial Personnel of the Company (KMPs other than Promoter and Director)**

#### **Civil litigations against the Key Managerial Personnel of the Company (KMPs other than Promoter and Director)**

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated against our Key Managerial Personnel of the Company (KMPs Other than Promoters and Directors).

#### **Civil litigations initiated by the Key Managerial Personnel of the Company (KMPs other than Promoter and Director)**

As on the date of this Red Herring Prospectus, there are no outstanding Civil Litigations initiated by the Key Managerial Personnel of the Company (KMPs Other than Promoters and Directors).

### **C. Outstanding actions by Statutory or Regulatory Authorities against the Key Managerial Personnel of the Company (KMPs other than Promoters and Directors).**

As on the date of this Red Herring Prospectus there are no outstanding actions initiated by the Statutory or Regulatory Authorities against the Key Managerial Personnel of the Company.

## VII. LITIGATIONS INVOLVING OUR SENIOR MANAGEMENT PERSONNELS (SMPs)

As on the date of this Red Herring Prospectus, there are no Senior Management Personnels (SMPs) in our Company.

### Tax proceedings

(Rs. in Lakhs)

Particulars	Number of Demands	Amount involved
<b>Our Company</b>		
Direct Tax	02	34.94
Indirect Tax	04	4.02
<b>Group Entities</b>		
Direct Tax	01	1.42
Indirect Tax	02	0.44
<b>Promoters/Directors</b>		
Direct Tax	05	6.15
<b>Key Managerial Personnel (KMP)</b>		
Direct Tax	01	1.24
<b>Total</b>	<b>15</b>	<b>48.21</b>

### Material Tax Matters

#### Litigation involving our Company -Aaradhya Disposal Industries Limited

##### Direct Tax

Demand Notices issued by the Income Tax Department to Aaradhya Disposal Industries Limited				
A.Y	Demand Reference No.	Date of Demand	Demand (in Rs.)	Remarks on action taken on the same
2015-16	2021201540408955311C (Section 271D)  2021201540408850333C Section 271E)	03.03.2022  01.03.2022	<b>Rs. 31,39,866/-</b> i.e. (Rs. 21,95,830/- plus interest Rs. 9,44,036/-  Rs. 3,54,295/- i.e.  (Rs. 2,49,500/- plus interest Rs. 1,04,795/-)	Appeal has been filed with the Appellate Authority under the IT Act, 1961 on 02.04.2022 & 31.03.2022 against the said demand(s). It has been submitted that the demand(s) is/are wrongful and there is no violation u/s 269SS of the IT Act which has been wrongly alleged and penalty has been wrongly levied that ought to be annulled. The Appellant has submitted the ledger and other documents in support of the submissions and has requested for hearing if and when called by the authority. Further communication on the matter from the Income Tax Dept. is awaited. The matter is currently pending.
		<b>Total</b>	<b>Rs. 34,94,161/-</b>	



**Other Notices issued by the Income Tax Dept. to Aaradhya Disposal Industries Limited**

A.Y	Document Identification No. and date	Notice u/s IT Act	Remarks on action taken on the same
2015-16	ITBA/COM/F/17/2024-25/1067537750(1) dated 12.08.2024	Request for payment of outstanding demand for the AY 2015-16	Appeals have been filed with the Appellate Authority under the IT Act, 1961 against the demands of Rs. 28,77,902/- and Rs. 2,97,410/- as mentioned above for the AY 2015-16 which are pending for determination by the Income Tax Dept. The same is pending.
2015-16	ITBA/AST/S/148/2021-22/1033908420(1) dated 30.06.2021	Notice u/s 148 of the IT Act for assessment	The Dept. has issued the notice u/s 148 of the IT Act contending that Assessee'S Income chargeable to Tax for the Assessment Year 2015-16 has escaped Assessment within the meaning of section 147 of the Income Tax Act, 1961 proposing to re-assess the income/ loss for the said Assessment Year and demanding a return in the prescribed form for the said Assessment Year. An Appeal has been already filed by the Assessee in respect of the same and further communication from the Authorities is awaited. The same is pending.
2015-16	ITBA/AST/F/142(1)/2021-22/1037073995(1) dated 19.11.2021	Notice u/s 142(1) of the Income Tax calling for records	The Income Tax Dept. has issued a notice contending that the Assessee had not truly and fully disclosed material facts necessary for assessment for the year under consideration thereby necessitating reopening u/s 147 of the Act and income of the assessee to the extent as above at Rs. 37,46,340/- (Rs.65,56,095/- minus Rs.28,09,755/-) being undisclosed income and also any other income chargeable to tax has escaped from assessment for the above mentioned assessment year within the meaning of section 147 of the income Tax Act, 1961. The Assessee has been called upon to explain as to why shall not the undisclosed income as per reasons recorded as above be added to the total income and penalty proceedings for concealment of income/furnishing of inaccurate particulars of income u/s 271(1)(c) be initiated. The failure to make compliance will attract penalty proceedings u/s 271(1) (b) of the I.T. Act and shall be levied. An Appeal has been filed in respect of the same. Further communication from the IT Dept. is awaited, the matter is currently pending.
-	ITBA/COM/F/17/2022-23/1048169059(1) dated 22.12.2022	Notice of Approval u/s 133(3)(ia) of the Income Tax Act, 1961 for retention of books, accounts, registers impounded on	The Survey/Assessment u/s 133A of the IT Act has been completed by the Appellate Authority. An Appeal has been filed. Further communication from the IT Dept. is awaited, the matter is currently pending.



		20.01.2015 in the course of survey proceedings till 31.12.2023	
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**Indirect Tax (Aaradhya Disposal Industries Limited)**

Demand relates to which Financial Year/Tax period/Date	Demand IDd	Demand Notice Amount (in Rs.)	Current Status
2019-20 Tax period Jun 2019-Jul 2019	ZA230220001511P Dated 13.02.2020	Rs.1,64,610/-	Demand Notice vide Ref. No. ZA230220001511P dated 13.02.2020 in Form DRC-07 issued for interest attracted due to payable amount delayed paid with Return. It is anticipated that if the proper officer is satisfied that the applicant is eligible for waiver of interest and penalty as per section 128A, he shall issue an order in FORM GST SPL-05 on the common portal accepting the application/contention of the applicant and concluding the proceedings under section 128A. The matter is being pursued by Aaradhya Disposal Industries Limited and is currently pending.
2020-21 Tax period Apr 2020 - Mar 2021	ZD231021002559Z dated 12.10.2021	Rs. 74,000/-	Demand Notice vide Ref. No. ZD231021002559Z dated 12.10.2021 in Form GST DRC-07. This amount is against interest charged for late filing of return. It is anticipated that if the proper officer is satisfied that the applicant is eligible for waiver of interest and penalty as per section 128A, he shall issue an order in FORM GST SPL-05 on the common portal accepting the application/ contention of the applicant and concluding the proceedings under section 128A. The matter is being pursued by Aaradhya Disposal Industries Limited and is currently pending.
Tax period Apr 2019 - Mar 2020	ZD2310210025573 dated 12.10.2021	Rs.1,43,000/-	Demand Notice vide Ref. ZD2310210025573 dated 12.10.2021 in Form GST DRC-07. This amount is against interest charged for late filing of return. It is anticipated that if the proper officer is satisfied that the applicant is eligible for waiver of interest and penalty as per section 128A, he shall issue an order in FORM GST SPL-05 on the common portal accepting the application/contention of the applicant and concluding the proceedings under section 128A. The matter is being pursued by Aaradhya Disposal Industries Limited and is currently pending.

FY 2021-22 Tax period Apr 2021-Sep 2021	ZD231221004955T dated 13.12.2021	Rs. 20439/-	Notice issued in Form GST ASMT 10 vide ref. No. ZD231221004955T dated 13.12.2021 under rule 99(1) for intimating discrepancies in the return after scrutiny for the reason that Assessed had claimed Rs. 2,70,02,214/- in GST 3B but in GSTR 2B an amount of Rs. 2,69,81,775/- is being shown and therefore a difference of Rs. 20,439/- has occurred. The Import part of machine ITC credit was taken in books but import ITC not showing in GSTR2B. The matter is being pursued by Aaradhya Disposal Industries Limited and further communication from GST Dept. is awaited. The same is currently pending.
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**Litigation involving our Group Companies/entities- Aaradhya Papers & Packaging Industries Private Limited**

**Direct Tax (Aaradhya Papers & Packaging Industries Private Limited)**

Demand Notices issued by the Income Tax Department to Aaradhya Papers & Packaging Industries Private Limited				
A.Y	Demand Reference No.	Date of Demand	Demand (in Rs.)	Remarks on action taken on the same
2024-25	2024202437324015245C	28.10.2024	Rs. 1,42,206/- (Rs. 1,30,470/- plus interest Rs. 11,736/-)	The Income Tax Dept, has issued intimation u/s 143(1) and has issued a demand for Mismatch in Tax Credit Details. Further action on the same is Under Process. The matter is currently under consideration and pending for final determination.

**Indirect Tax (M/s Maheshwari Disposal, Proprietor Ritu Maheshwari)**

M/s Maheshwari Disposal has also received notice(s) for conducting audit u/s 65(3) ADT-01, which is under process with the GST Department. Further communication from the Department is awaited.

M/s Maheshwari Disposal has also received demand notice from the GST Authorities under the Goods and Service Tax Act, 2017, the details and status of which is provided as below:

Demand relates to which Financial Year	Document Identification Number	Demand Notice Amount (in Rs.)	Current Status
2018-19	ZD231121000051P dated 01.11.2021	Rs. 22,000/-	This amount is against interest charged for late filing of return. It is anticipated that if the proper officer is satisfied that the applicant is eligible for waiver of interest and penalty as per section 128A, he shall issue an order in FORM GST SPL-05 on the common portal

			accepting the application/contention of the applicant and concluding the proceedings under section 128A. M/s Maheshwari Disposal is pursuing the matter and further communication is from the GST Dept. is awaited. The matter is currently pending.
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### **Indirect Tax (Food Pack Industries Private Limited)**

Food Pack Industries Private Limited has received notice(s) for conducting audit u/s 65(3) [GST ADT-01], for which Audit file has been submitted on 28.06.2024. Further communication from the GST Dept. is awaited.

Food Pack Industries Private Limited has also received demand notice from the GST Authorities under the Goods and Service Tax Act, 2017, the details and status of which is provided as below:

<b>Demand relates to which Financial Year</b>	<b>Document Identification Number</b>	<b>Demand Notice Amount (in Rs.)</b>	<b>Current Status</b>
2020-21	ZD231121000062 M dated 01.11.2021 Notice issued in Form GST DRC-07	Rs. 22,000/-	This amount is against interest charged for late filing of return. It is anticipated that if the proper officer is satisfied that the applicant is eligible for waiver of interest and penalty as per section 128A, he shall issue an order in FORM GST SPL-05 on the common portal accepting the application/contention of the applicant and concluding the proceedings under section 128A. Food Pack Industries Private Limited is pursuing the matter and further communication from the GST Dept. is awaited. The matter is currently pending.

### **Litigation/Notices to Directors**

### **Direct Tax**

### **Sunil Maheshwari**

<b>Demand Notices issued by the Income Tax Department to our Managing Director Sunil Maheshwari</b>				
<b>A.Y</b>	<b>Demand Reference No.</b>	<b>Date of Demand</b>	<b>Demand (in Rs.)</b>	<b>Remarks on action taken on the same</b>
2012-13	2014201210011265122T	20.02.2015	Total Rs. 80,988/- (Rs. 35,880/- plus Interest. Rs. 45,108/-)	The demand was raised u/s 143(3) of the Income Tax Act, 1961 on 20.02.2015. Currently, this amount is under adjudication before the Income Tax authority.
2010-11	2012201010024450954T	16.03.2013	Total Rs. 66,802/- (Rs. 26,870/- plus	The demand was raised u/s 143(3) of the Income Tax Act, 1961 on 16.03.2013. Currently, this amount is under

			<i>Interest. Rs.</i> 39,932/-)	adjudication before the Income Tax authority.
		Total Demand	<b>Rs.1,47,790/-</b> (Rs.80,988+ Rs.66,802/-)	

#### Anil Maheshwari

Demand Notices issued by the Income Tax Department to our Director Anil Maheshwari				
A.Y	Demand Reference No.	Date of Demand	Demand (in Rs.)	Remarks on action taken on the same
2010-11	2011201010077740596T	31.03.2012	Total Rs. 4,24,605/- (Rs. 1,61,430/- plus Interest. Rs. 2,63,175/-)	Response was submitted on 22.07.2017 contending that the TDS credit of Rs.12,2,534/- as per 26AS is not considered for intimation u/s 143(1) and hence the mistake be rectified Further communication from the Income Tax Dept. on the same is awaited. The matter is pending.

#### Shashi Maheshwari

Demand Notices issued by the Income Tax Department to our Director Shashi Maheshwari				
A.Y	Demand Reference No.	Date of Demand	Demand (in Rs.)	Remarks on action taken on the same
2016-17	2022201637000332233T	17.08.2022	Rs.3,375/- (only interest is pending)	The demand was raised u/s 154 of the Income Tax Act, 1961 on 17.08.2022. Currently, this amount is under adjudication before the Income Tax authority.

#### Siddharth Shankar Mahajan

Demand Notices issued by the Income Tax Department to our Independent Director Siddharth Shankar Mahajan				
A.Y	Demand Reference No.	Date of Demand	Demand (in Rs.)	Remarks on action taken on the same
2019-20	2020201937024608300T	19.01.2021	Rs.40,112/- (Rs. 16,680/- plus Interest. Rs. 23,432/-)	The demand was raised u/s 143(1)(a) of the Income Tax Act, 1961 on 19.01.2021. Currently, this amount is under adjudication before the Income Tax authority.

## Litigations/Notices to Key Managerial Personnel (KMP)

### Direct Tax

#### Surabhi Modi

Demand Notices issued by the Income Tax Department to our KMP Surabhi Modi				
A.Y	Demand Reference No.	Date of Demand	Demand (in Rs.)	Remarks on action taken on the same
2020-21	2021202037029197626T	16.12.2021	Rs.1,24,200/- (Rs. 83,940/- plus Interest. Rs. 40,260/-)	The demand was raised u/s 143(1)(a) of the Income Tax Act, 1961 on 16.12.2021. Currently, this amount is under adjudication before the Income Tax authority.

### Other Notices issued by the Income Tax Department to our promoter group individual, Saloni Maheshwari

#### Saloni Maheshwari

A.Y	Document Identification No. and date	Notice u/s IT Act	Remarks on action taken on the same
2024-25	EFL/2425/G5a/ITR000 684265504, Issued on 30.07.2024	Defective Notice u/s 139(9). Reason: The gross receipts shown in Form 26AS, on which credit for TDS has been claimed are higher than the total of the receipts shown under all heads of income, in the return of income. Thus, while credit for TDS is being claimed the corresponding receipts are not offered in the respective income schedules to arrive at the taxable total income and hence the return of income filed was regarded as defective as provided in explanation (a) u/s 139(9)	The Assessment is under process. Further communication from the Income Tax Dept. on the same is awaited. The matter is pending.

### **Outstanding dues to creditors**

Our Board, in its meeting held on July 14, 2025 has considered and adopted the amended Materiality Policy. In terms of the amended Materiality Policy, creditors of our Company, to whom an amount exceeding Rs. 10.00 lakhs outstanding as on the date of the latest Restated Standalone Financial Statements would be considered as 'material' creditors.

As per the latest Restated Standalone Financial Statements, our total trade payables as on March 31, 2025 was Rs. 788.37 lakhs and accordingly, creditors to whom outstanding dues exceeds Rs. 10.00 lakhs have been considered as 'material' creditors for the purposes of disclosure in this Red Herring Prospectus.

Based on this criteria, details of outstanding dues owed as on March 31, 2025 by our Company are set out below:  
(Rs. in lakhs)

Types of Creditors	Number of Creditors	Amount involved
Micro, small and medium enterprises	05	702.99
Material Creditors	03	84.69
Other Creditors	02	0.70
<b>Total</b>	<b>10</b>	<b>788.37</b>

## GOVERNMENT AND OTHER STATUTORY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.*

*In view of the approvals listed below, we can undertake this Issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Red Herring Prospectus.*

*The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses/registrations/approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.*

### INCORPORATION DETAILS OF THE COMPANY

1. The Company was incorporated on January 16, 2014, as ‘Aaradhya Disposal Industries Private Limited’, a private limited company under the Companies Act, 1956, pursuant to a Certificate of Incorporation bearing no. U21098MP2014PTC032173 issued by the Registrar of Companies, Gwalior.
2. Subsequently, pursuant to a resolution passed by the Shareholders in an Extra-Ordinary General Meeting held on September 05, 2024, the Company was converted from a private limited company to a public limited company and a fresh Certificate of Incorporation bearing no. U21098MP2014PLC032173 was issued by the Registrar of Companies, Gwalior on October 28, 2024. Consequent to the said conversion, the name of our Company was changed to ‘Aaradhya Disposal Industries Limited’ from ‘Aaradhya Disposal Industries Private Limited’.

### APPROVALS IN RELATION TO THE ISSUE

#### Corporate Approvals

1. Our Board of Directors, pursuant to the resolution passed in its meeting dated October 29, 2024 has authorised the Issue, subject to the approval by the shareholders of our Company under section 62(1)(c) of the Companies Act, 2013.
2. Our shareholders have, pursuant to a resolution dated November 15, 2024 Section 62(1)(c) of the Companies Act, 2013, authorized the Issue.

### APPROVAL FROM STOCK EXCHANGE

Our Company has received in- principle approval from the NSE Emerge dated March 27, 2025 for listing of Equity Shares issued pursuant to the Issue.

### OTHER APPROVALS

1. Our Company's International Securities Identification Number (“ISIN”) is INE124401014.
2. Our Company has entered into an agreement on August 19, 2024 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.
3. Our Company has entered into an agreement on September 26, 2024, with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited, for the dematerialization of its shares.

## APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

### A. Under Direct and Indirect Laws

Sr. No.	Nature of License / Approvals / Registrations	Issuing Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration in Income Tax Department	Income Tax Department, Govt. of India	PAN: AAMCA3724A	Perpetual	-
2.	Allotment of Tax Deduction Account Number (TAN)	Income Tax Department, Govt. of India	TAN: BPLA08233B	Perpetual	-
3.	Certificate of Registration under Goods and Service Tax (GST)	Central Board of Indirect Taxes and Customs	GSTIN: 23AAMCA3724A1Z9	Perpetual	-

### B. Business Related Certifications/ Licenses

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals / Certificate no.	Date of Issue	Date of Expiry
1.	Importer-Exporter Certificate	Directorate General of Foreign Trade, Ministry of Commerce and Industry	5613004773	March 18, 2014	Perpetual
2.	Factory License	Chief Inspector of Factories, Madhya Pradesh.	63/15007/Dws/2m(i)	November 23, 2022	December 31, 2027
3.	Udyam Registration Certificate	Ministry of Micro, Small and Medium Enterprises	UDYAM-MP-16-0002079	March 08, 2021	Perpetual
4.	Legal Entity Identifier Code	Legal Entity Identifier India Limited	984500A2F3F447FF8B89	July 05, 2022	July 05, 2026
5.	ISO 9001: 2015*	LMS Assessments Limited	IN240406010	April 06, 2024	April 05, 2027
6.	ISO 14001: 2015*	LMS Assessments Limited	IN240406011	April 06, 2024	April 05, 2027
7.	ISO 45001: 2018*	LMS Assessments Limited	IN240406012	April 06, 2024	April 05, 2027
8.	ISO 22000: 2018*	LMS Assessments Limited	IN240406013	April 06, 2024	April 05, 2027
9.	ISO GMP*	LMS Assessments Limited	IN240406014U	April 06, 2024	April 05, 2027



10.	Madhya Pradesh Vrittikar Adhiniyam, 1995	Government of Madhya Pradesh	79239010532	March 23, 2018	Perpetual
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*\*These certificates are renewed on June 12, 2025.*

### C. LABOUR LAWS RELATED APPROVALS

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals	Date of Issue	Validity Period
1.	ESIC Code	Employees State Insurance Corporation	18000214890000205	August 12, 2014	Perpetual
2.	EPF Code	Employees Provident Fund Organisation	MPIND1290639	July 18, 2015	Perpetual

Total no. of Employees in the Company as on March 31, 2025	33
Total no. of Employees eligible to be registered under ESIC as on March 31, 2025	26
Total no. of Employees registered under ESIC as on March 31, 2025	26

#### Details of ESIC Registration and Contributions of our Company:

*(Amounts in Rs.)*

ESIC Details	For the Financial Year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Employer's Share of Contribution	1,46,155	1,15,315	1,22,475
Employee's Share of Contribution	33,718	26,578	28,248
Total Contribution	1,79,873	1,41,893	1,50,723

#### Details of PF Registration and Contributions of our Company:


*(Amounts in Rs.)*

PF Details	For the Financial Year ended on		
	March 31, 2025	March 31, 2024	March 31, 2023
Employer's Share of Contribution	4,56,244	3,40,161	3,34,051
Employee's Share of Contribution	4,55,308	3,40,161	3,34,051
Total Contribution	9,11,552	6,80,322	6,68,102

*There have been instances of delays in payment of certain statutory dues, including ESIC, PF and Taxes. For details, please refer 'Risk Factor No. 17' in the chapter titled "Risk Factors" beginning on page 40.*

### D. INTELLECTUAL PROPERTY RELATED APPROVALS

Sr. No.	Trademark	Class	Description of Goods and Services	Owner	Certificate/ Application No. & Date	Issuing Authority	Status
1.	AARADHY A	21	Biodegradable paper pulp-based plates, bowls and cups and straws; disposable	Aaradhya Disposal Industries Limited	Application No. – 6701265	Registrar of Trade Marks	Formalities Check Pass

			paper cooking containers; disposable cups and straws; disposable plates; disposable bowls; disposable chopsticks; disposable serving spoons; disposable aluminium foil containers; disposable paper cooking containers; disposable containers for household use; paper cups including barrier coated paper cup; plastic cups; drinking straws		<b>Application Date –</b> November 08, 2024		
2.		21	Biodegradable paper pulp-based plates, bowls and cups and straws; disposable paper cooking containers; disposable cups and straws; disposable plates; disposable bowls; disposable chopsticks; disposable serving spoons; disposable aluminium foil containers; disposable paper cooking containers; disposable containers for household use; paper cups including barrier coated paper cup; plastic cups; drinking straws	Aaradhya Disposal Industries Limited	<b>Application No. –</b> 6701266  <b>Application Date –</b> November 08, 2024	Registrar of Trade Marks	Formalities Check Pass

#### E. ENVIRONMENT RELATED APPROVALS

Sr. No.	Nature of License / Approvals / Ratings	Issuing Authority	Particulars of License / Approvals	Date of Issue	Date of Expiry
1.	Pollution Control Certificate for factory situated at Plot no. E-1, Industrial Area No. 1, A.B. Road, Dewas-455001,	M.P. Pollution Control Board	Consent No: AW-57169	December 15, 2022	June 30, 2027

	Madhya Pradesh, India				
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***Note:** Some of the statutory Registrations / Certificates / Licenses such as Factory License, Udyam Registration Certificate, and Consent Order under Pollution Control Act are still under the company's previous name, "Aaradhya Disposal Industries Private Limited." However, no hindrance or challenges are expected in conducting its operations during this transition.*

*Kindly refer to the Risk Factor 39 in the chapter titled as "Risk Factors" beginning on page 51.*

**IT MUST, HOWEVER BE, DISTINCTLY UNDERSTOOD THAT IN GRANTING THE ABOVE-MENTIONED APPROVALS, THE CENTRAL GOVERNMENT, STATE GOVERNMENT, RBI AND OTHER AUTHORITIES DO NOT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS.**

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### AUTHORITY FOR THE ISSUE

#### Corporate Approvals

- ✓ Our Board has authorized the Fresh Issue of Equity shares by a resolution dated October 29, 2024 subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013.
- ✓ Our shareholders have, pursuant to a special resolution passed at the Extra Ordinary General Meeting of our Company held on November 15, 2024, at the Registered office of our Company under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.
- ✓ Our Company has obtained in-principle approval dated March 27, 2025 from the Emerge platform of NSE for using the name of the Exchange in its Offer Document for listing of the Equity Shares issued by our Company pursuant to the Issue.

#### Approvals from Lenders

- ✓ We have received No Objection Certificate from our Bankers to the Company i.e., Axis Bank Limited dated November 25, 2024 and Yes Bank Limited dated November 16, 2024.

### PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, its promoters, members of the promoter group and its directors, are not debarred or prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the Board or any securities market regulator in any other jurisdiction or any other authority/ court as on the date of this Red Herring 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 its Promoter or Director has been declared as wilful defaulter(s) or fraudulent borrowers by the RBI or any other governmental authority.

### DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Red Herring Prospectus.

### COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, its Promoters and Promoter Group is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of this Red Herring Prospectus.

### ELIGIBILITY FOR THE ISSUE

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations; and this Issue is an "Initial Public Offer" in terms of the SEBI ICDR Regulations.

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, whereby, an Issuer, whose post-issue paid-up capital is more than ten crore rupees and upto twenty-five crore rupees, offer equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the NSE Emerge).

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of NSE Emerge.

- a) Our Company was incorporated on January 16, 2014 under the Companies Act, 1956 with the Registrar of Companies, Gwalior.

- b) As on the date of this Red Herring Prospectus, our Company has a total paid-up equity capital (face value) of Rs. 1,025.00 Lakhs comprising 1,02,50,000 Equity Shares of face value of Rs. 10/- each and the post-issue paid-up capital (face value) will be Rs. 1,413.80 Lakhs comprising 1,41,38,000 Equity Shares which shall be below Rs. 25 crores.
- c) Our Promoters have an average track record of over a decade as on date of filing of this Red Herring Prospectus.
- d) Our company had positive cash accruals (earnings before interest, depreciation and tax) from operations in 2 out of 3 financial years preceding the date of this Red Herring Prospectus and its net-worth is positive.
- e) Our Company has not been referred to Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against our company and promoting companies.
- f) There is no winding up petition against the Company, which has been admitted by NCLT/ Court of competent jurisdiction or a liquidator has not been appointed.
- g) No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past three years against our Company.
- h) Other Disclosures:
- We have disclosed all material regulatory or disciplinary actions by a stock exchange or regulatory authority in the past one year in respect of Promoters, group companies/ entities, companies promoted by the Promoters of our company in the Red Herring Prospectus.
  - There are no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by our Company, Promoters, group companies/ entities, companies promoted by the Promoters during the past three years except as mentioned in the Red Herring Prospectus.
  - We have disclosed the details of our Company, Promoters, group companies/ entities, companies promoted by the Promoters litigation record, the nature of litigation, and status of litigation. For details, please refer to the chapter titled as “*Outstanding Litigations and Material Developments*” beginning on page 230.
  - We have disclosed all details of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of its directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc. For details, please refer to the chapter titled as “*Outstanding Litigations and Material Developments*” beginning on page 230.
  - There are no other agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.
  - There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

i) Calculation of Free Cash to Equity:

(Rs. in Lakhs)

Particulars		Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Cash Flow from Operating Activities		547.86	250.71	115.50
Capital Expenditure (Net of proceed from sale of PPE)		577.23	1,138.01	(58.54)
Free Cash Flow		550.12	(326.52)	(1,022.51)
Free Cash Flow is calculated as	Cash flow from Operations - Capital Expenditure			
Where,				
Cash Flow from Operating Activities is calculated as	Cash Generated from Operating Activities - Income Tax paid (if any)			
Capital Expenditure is calculated as	Purchase of Property, plant, and equipment (PPE) (including Capital Work in Progress (CWIP)) - Sale proceeds of PPE, CWIP (if any) + Capital Advances (if any)			

(Rs. in Lakhs)

Particulars		Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Cash Flow from Operating Activities		547.86	250.71	115.50
Capital Expenditure (Net of proceed from sale of PPE)		(2.26)	577.23	1,138.01
Net Borrowing		(553.77)	545.03	1210.11
Interest (Net of Tax)		199.05	115.10	161.63
Free Cash Flow to equity		(202.70)	103.41	25.97
Free Cash Flow to equity is calculated as		Cash flow from Operations - Capital Expenditure+ Net Borrowings-Interest Expenses* (1-t)		
Where,				
Cash Flow from Operations		Cash flow from Operations - Capital Expenditure+ Net Borrowings-Interest Expenses* (1-t)		
Capital Expenditure is calculated as		Purchase of Property, plant, and equipment (PPE) (including Capital Work in Progress (CWIP)) - Sale proceeds of PPE, CWIP (if any) + Capital Advances (if any)		
Net borrowings		Will be determined as Proceeds from Long Term Borrowings - Repayments of Long-Term Borrowings + Proceeds from Short Term Borrowings-Repayments of Short-term Borrowings		

As per Regulation 229(4) of the SEBI ICDR Regulations, our Company has been in existence for at least one full financial year before filing of this Red Herring Prospectus and the Restated Standalone Financial Statements of our Company prepared post conversion is in accordance with Schedule III of the Companies Act, 2013:

Provided that the Restated Standalone Financial Statements of the Issuer Company prepared post conversion shall be in accordance with Schedule III of the Companies Act, 2013. – **Complied with**

As per Regulation 229(5) of the SEBI ICDR Regulations, there is no change in promoters of our Company and there are no new promoter(s) of our Company who have acquired more than fifty per cent of the shareholding of the Issuer.

As per Regulation 229(6) of the SEBI ICDR Regulations, our Company fulfils the eligibility criteria of having operating profits (earnings before interest, depreciation and tax) of Rs. 1 crore from operations for at least two out of the three previous financial years.

As per Regulation 230(1) of the SEBI ICDR Regulations, our Company has ensured that:

- a. The Draft Red Herring Prospectus has been filed with NSE and our Company shall make an application to NSE for listing of its Equity Shares on the Emerge platform of National Stock Exchange of India Limited. NSE is the Designated Stock Exchange.
- b. Our Company has entered into an agreement with NSDL on August 19, 2024 and with CDSL on September 26, 2024 for dematerialisation of its Equity Shares already issued and proposed to be issued.
- c. The entire pre-issue capital of our Company has fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO are fully paid-up.
- d. The entire Equity Shares held by the Promoters are in dematerialised form.
- e. The fund requirements set out for the Objects of the Issue are proposed to be met entirely either from the Net Proceeds Internal Accruals, net-worth, existing debt financing and unsecured loans. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue as required under the SEBI ICDR Regulations. For details, please refer to the chapter titled “*Objects of the Issue*” beginning on page 88.

Further as there is no requirement of firm arrangement and the project is not partially funded by the bank(s) / financial institution(s), therefore, the details regarding sanction letter(s) from the bank(s)/ financial institution(s) are not disclosed in this Red Herring Prospectus.

- f. As there is no selling shareholder in the present Issue, the limit of the size of offer for sale by selling shareholders not exceeding twenty per cent of the total issue size is not applicable.
- g. There are no shares being offered for sale by our shareholders therefore, such limit of fifty per cent is not applicable.
- h. Our objects of the Issue do not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

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 that is the amount for general corporate purposes, as mentioned in Objects of the Issue in this Red Herring Prospectus shall not exceed fifteen per cent of the amount being raised by the Issuer or Rs. 10 crores, whichever is less.

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 Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- b. None of our Promoters or Directors are Promoters or directors of companies which are debarred from accessing the capital markets by the SEBI.



- c. Neither our Company nor our Promoters or Directors is a wilful defaulter or fraudulent borrower.
- d. None of our Promoters or Directors is a fugitive economic offender.
- e. there are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer:

Provided that the provisions of this clause shall not apply to:

- (i) outstanding options granted to employees, whether currently an employee or not, pursuant to an employee stock option scheme in compliance with the Companies Act, 2013, the relevant Guidance Note or accounting standards, if any, issued by the Institute of Chartered Accountants of India or pursuant to the Companies Act, 2013, in this regard;
- (ii) fully paid-up outstanding convertible securities which are required to be converted on or before the date of filing of the red herring prospectus (in case of book-built issues) or the prospectus (in case of fixed price issues), as the case may be.

We further confirm that we shall be complying with all other requirements as laid down for such offer 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.

**We further confirm that:**

In accordance with Regulation 246 of the SEBI ICDR Regulations, the Book Running Lead Manager shall ensure that the Issuer shall file copy of the Prospectus with SEBI along with relevant documents as required at the time of filing the Prospectus to SEBI.

In accordance with Regulation 246 (3) of the SEBI ICDR Regulations, the Book Running Lead Manager shall ensure to submit a due-diligence certificate as per Form A of Schedule V to which the site visit report of the Issuer prepared by the Book Running Lead Manager shall also be annexed, including additional confirmations as provided in Form G of Schedule V along with the offer document to the SME Exchange(s), where the specified securities are proposed to be listed.

In accordance with Regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten and shall not restrict to the minimum subscription level. The BRLM shall underwrite at least 15% of the total Issue Size. For further details pertaining to underwriting please refer to the chapter titled “*General Information*” beginning on page 62.

In accordance with Regulation 268 of the SEBI ICDR Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to 200 (two hundred), otherwise, the entire application money will be unblocked or refunded forthwith. If such money is not unblocked or repaid within four days from the date our company becomes liable to unblock or repay it, then our company and every officer in default shall, on and from expiry of fourth day, be liable to unblock or repay such application money, with interest as prescribed under SEBI ICDR Regulations and section 40 of the Companies Act, 2013.

**COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS**

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI ICDR Regulations.

**DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS**



**PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER KHAMBATTAS SECURITIES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ 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 OFFER. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, KHAMBATTAS SECURITIES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED DECEMBER 02, 2024 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 OFFER DOCUMENT/ OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS DRAFT OFFER DOCUMENT/ OFFER DOCUMENT.**

Note: All legal requirements pertaining to the Issue will be complied with at the time of registration of this Red Herring Prospectus with the RoC in terms of section 26 and 28 of the Companies Act, 2013.

#### **DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER**

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, [www.aaradhyadisposalindustriesltd.in](http://www.aaradhyadisposalindustriesltd.in) or the website of any affiliate of our Company, would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement and the Underwriting Agreement entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever.

Our Company and the Book Running Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres etc.

The Book Running Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Khambatta Securities Limited is not an associate of the Company and is eligible to be appointed as the Book Running Lead Manager in this Issue, under SEBI MB Regulations.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Neither our Company nor Book Running Lead Manager is liable for any failure in (i) uploading the Applications due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Application Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. This Red Herring 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 this Red Herring 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 Delhi only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE NSE**

As required, a copy of the Draft Red Herring Prospectus has been submitted to the NSE (NSE Emerge). The Disclaimer Clause as intimated by the NSE (NSE Emerge) to our Company, post scrutiny of the Draft Red Herring Prospectus *vide* its in-principle approval letter dated March 27, 2025, is as follows:

**“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given *vide* its letter Ref.: NSE/LIST/4913 dated March 27, 2025, permission to the Issuer to use the Exchange’s name in this Offer Document as one of the Stock**

**Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.**

**Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."**

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **LISTING**

Application have been made to NSE Emerge for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its NSE Emerge after the allotment in the Issue. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue

Our company has obtained In-principle approval from NSE vide letter dated March 27, 2025 to use name of NSE in the Offer Document for listing of equity shares on NSE Emerge.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE Emerge, the Company shall unblock, without interest, all moneys received from the applicants in pursuance of the Prospectus. If any such money is not unblocked within the prescribed time after the Issuer becomes liable to unblock it then our Company and every director of the company who is an officer in default shall, on and from

the expiry of the fourth (4) day, be jointly and severally liable to unblock that money with interest at the rate of fifteen per cent per annum (15% p.a.) as prescribed under Section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE Emerge mentioned above are taken within the Three (3) Working Days of the Bid/Issue Closing Date.

## CONSENTS

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditors having peer reviewed firm; and (b) the Book Running Lead Manager, Registrar to the Issue, the Legal Advisors to the Issuer, Practising Company Secretary, Chartered Engineer, Banker to the Issue<sup>1</sup>, Bankers to the Company, Sponsor Bank, Market Maker<sup>1</sup> and Underwriters to act in their respective capacities, have been or shall be duly obtained as the case may be and shall be filed along with a copy of the Red Herring Prospectus with the RoC, as required under Section 26 and Section 28 of the Companies Act, 2013.

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s S R A M & Co., Chartered Accountants, have provided their written consent to the inclusion of their reports dated June 12, 2025 on Restated Standalone Financial Statements and to the inclusion of their reports dated July 15, 2025 on Statement of Possible Tax Benefits, which may be available to the Company and its shareholders, included in this Red Herring 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 Red Herring Prospectus.

## EXPERT OPINION

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

Our Company has received written consent dated July 15, 2025 from the Statutory & Peer Reviewed Auditor namely, M/s S R A M & Co., Chartered Accountants, Peer Review Certificate No. 014379 & FRN 008244C and the Legal Advisors, Legacy Law Offices LLP dated November 19, 2024 to include their name as experts required under the SEBI ICDR Regulations in this Red Herring Prospectus in respect of the reports on the Restated Standalone Financial Statements dated June 12, 2025 and the Statement of Possible Tax Benefits dated July 15, 2025 issued by them and included in this Red Herring Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Further, Legal Advisor, Legacy Law Offices LLP has given its legal due diligence report in relation to the Outstanding Litigations and Material Development dated July 18, 2025.

Furthermore, M/s Agrawal & Maheshwari, Company Secretaries has given its due diligence report in relation to the Corporate Governance and Capital build-up of the Company dated July 21, 2025.

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

## PREVIOUS PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE YEARS

Other than details disclosed in the chapter titled “*Capital Structure*” beginning on page 73, we have not made any rights to the public and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations.

## COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS

Since, this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in last five years of the Company.

## **CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES/ ENTITIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 73, our Company has not made any capital issue during the previous three years.

We do not have any listed Group Company/Entities/ Subsidiary/ Associate as on date of this Red Herring Prospectus.

## **PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 73, we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Offer” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

**PRICE INFORMATION OF PAST ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER**

**SME IPO**

Sr. No.	Issue Name	Issue size (Rs. in Crores)	Issue Price (in Rs.)	Listing date	Opening Price on Listing Date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark]		
						30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1.	Rudrabhishek Enterprises Limited	18.73	41.00	July 13, 2018	41.25	-1.68 [+3.05]	-1.56 [+2.32]	+15.95 [+0.60]
2.	Gayatri Rubbers and Chemicals Limited	4.58	30.00	February 07, 2023	35.00	+21.17 [+0.19]	+42.17 [+1.96]	+93.17 [10.13]
3.	Vels Films International Limited	33.74	99.00	March 22, 2023	101	-0.30 [+2.76]	-3.54 [+9.35]	+35.35 [17.73]
4.	Quality Foils (India) Limited	4.52	60.00	March 24, 2023	100	+62.33 [+4.01]	+50.08 [+11.28]	+85.00 [18.82]
5.	Quicktouch Technologies Limited	9.33	61.00	May 02, 2023	92	+121.97 [+2.13]	+129.51 [+8.26]	+344.10 [+4.96]
6.	De Neers Tools Limited	22.99	101.00	May 11, 2023	190	+74.50 [+1.46]	+144.55 [+6.96]	+136.63 [+6.09]
7.	Sahaj Fashions Limited	13.96	30.00	September 06, 2023	31	-11.50 [-0.33]	-19.83 [+5.49]	-15.00 [+14.11]
8.	Divine Power Energy Limited	22.75	40.00	July 02, 2024	162.75	+135.75 [+2.98]	+83.38 [+8.52]	+255.12 [-1.29%]
9.	Jungle Camps India Limited	29.42	72	December 17, 2024	136.8	+15.25 [-4.91]	[29.94] [-0.08]	-17.97 [+1.57]

10.	P S Raj Steels Limited*	28.28	140	February 19, 2025	145.00	+0.07 [- 0.04]	-1.36 [+8.78%]	-
11.	Icon Facilitators Limited#	19.11	91	July 01, 2025	90.00	-	-	-

\*P S Raj Steels Limited was listed on February 19, 2025, therefore 180 days are not applicable.

# Icon Facilitators Limited was listed on July 01, 2025, therefore 30 days, 90 days and 180 days are not applicable.

Sources: All share price data is taken from [www.nseindia.com](http://www.nseindia.com).

#### FOR MAIN BOARD IPOs

Sr No.	Issue Name	Issue size (Rs. in Crores)	Issue Price (in Rs.)	Listing date	Opening Price on Listing Date (in Rs.)	+/- % change in closing price, [+/- % change in closing benchmark		
						30th calendar days from listing	90th calendar days from listing	180th calendar days from listing
1.	EMS Limited	321.25	211	September 21, 2023	282.05	+43.10 [-1.01]	+100.81 [+8.67]	+82.39 [+11.72]
2.	Vibhor Steel Tubes Limited	72.17	151	February 20, 2024	425.00	+74.60 [-1.61]	+76.42 [+1.82]	+68.64 [+11.05]

Sources: All share price data is taken from [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

Note:

- The CNX Nifty and BSE Sensex are considered as the Benchmark Index
- Prices on NSE/ BSE are considered for all of the above calculations
- In case 30th/90th/180th day is not a trading day, closing price on NSE/ BSE of the next trading day has been considered
- In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.
- Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.

- vi. The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the previous trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.

**SUMMARY STATEMENT OF PRICE INFORMATION OF PAST ISSUE HANDLED BY BOOK RUNNING LEAD MANAGER DURING THE CURRENT FINANCIAL YEAR AND PRECEEDING THREE FINANCIAL YEAR**

Financial Year	Total no. of IPOs	Total Funds raised (Rs. in Crores)	Nos. of IPOs trading at discount on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2025-26	1*	19.11	-	-	-	-	-	-	-	-	-	-	-	-
2024-25	3	80.45	-	-	-	-	-	3	-	-	-	1	-	1
2023-24	5	439.70	-	-	1	3	1	-	-	-	1	4	-	-
2022-23	3	42.84	-	-	1	1	-	1	-	-	-	2	1	-

\*Icon Facilitators Limited was listed on July 01, 2025, therefore 30 days and 180 days are not applicable.

**TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER**

For details regarding track record of the Book Running Lead Manager to the issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at [www.khambattasecurities.com](http://www.khambattasecurities.com) for Khambatta Securities Limited.



## STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

## MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company have 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 coordinating 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 has obtained the authentication on the SCORES platform of SEBI and in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES.

Our Board has also constituted a Stakeholders' Relationship Committee on November 18, 2024 and re-constituted on July 14, 2025. The composition of the Stakeholders' Relationship Committee is as follows:

Name of the Directors	Status	Nature of Directorship
Siddharth Shankar Mahajan	Chairman	Independent Director
Sunil Maheshwari	Member	Managing Director
Anil Maheshwari	Member	Director

For further details, please refer to the chapter titled "*Our Management*" beginning on page 179.

Our Company has also appointed Ms. Surabhi Modi, as the Compliance Officer of the Company and she may be contacted at the Registered Office of our Company.

### Ms. Surabhi Modi

#### Aaradhy Disposal Industries Limited

Plot E-1, Industrial Area No.- 1, A.B. Road,

Dewas-455001, Madhya Pradesh, India.

**Tel No.:** +91-7880132743

**E-mail:** [cs@aaradhyadisposalindustriesltd.in](mailto:cs@aaradhyadisposalindustriesltd.in)

**Website:** [www.aaradhyadisposalindustriesltd.in](http://www.aaradhyadisposalindustriesltd.in)

## STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

The Company has appointed Registrar to the Issue, to handle the investor grievances in coordination with our Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs / Sponsor Bank including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

## SECTION IX - ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued pursuant to this Issue shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, SEBI Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, rules, notifications, and regulations relating to the Issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, ROC, RBI and / or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in accordance with the Regulation 256 of the SEBI (ICDR), Regulations, 2018 read with SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018) as a payment mechanism in a phased manner with ASBA for applications in public Issues by individual investors through intermediaries (Syndicate members, Registered Stock-Brokers, Registrar and Transfer agent and Depository Participants).*

*Further, vide the said circular, Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

### THE ISSUE

The Issue consists of a Fresh Issue by our Company. Expenses for the Issue shall be borne by our Company in the manner specified in the chapter titled as "Objects of the Issue" beginning on page 88.

### AUTHORITY FOR THE ISSUE

The present Public Issue of up to 38,88,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on October 29, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on November 15, 2024 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

### RANKING OF EQUITY SHARE

The Equity Shares being issued and allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, 2013 the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the SCRR and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including in respect of the right to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the chapter titled "Main Provision of Articles of Association" beginning on page 324.

### MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to the chapter titled "Dividend Policy" beginning on page 206.

## FACE VALUE, ISSUE PRICE, FLOOR PRICE AND PRICE BAND

The face value of each Equity Share is Rs. 10/- and the Issue Price at the lower end of the Price Band is Rs. [●] per Equity Share (“**Floor Price**”) and at the higher end of the Price Band is Rs. [●] per Equity Share (“**Cap Price**”).

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, Financial Express, all editions of a Hindi national daily newspaper, Jansatta, and Indore edition of Vinay Ujala, hindi being the regional language of Dewas, Madhya Pradesh where the registered office of our Company is situated each with wide circulation, at least two working days prior to the Bid/ Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on its websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis for Issue Price*” beginning on page 103.

## COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and the Memorandum and Articles of Association of our Company.

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/splitting, please refer to the chapter titled as “Main Provisions of Articles of Association” beginning on page 324.

## ALLOTMENT ONLY IN DEMATERIALIZED FORM

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements had been signed by our Company with the respective Depositories and the Registrar to the Issue:

- Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated August 19, 2024.
- Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated September 26, 2024.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29(1) of the Companies Act, 2013, the equity shares of an Issuer shall be in dematerialized form i.e., not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the National Stock Exchange of India Limited 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 Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

#### **MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT**

In accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be two lots per application, provided it shall be above Rs. 2 lakhs.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the National Stock Exchange of India Limited from time to time by giving prior notice to investors at large. For further details, please refer to the chapter titled as “Issue Procedure” beginning on page 281.

#### **MINIMUM NUMBER OF ALLOTTEES**

Further in accordance with Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in the Issue shall be 200 shareholders. In case, the number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the amounts in the ASBA Account shall be unblocked forthwith.

#### **JOINT HOLDERS**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

#### **JURISDICTION**

Exclusive Jurisdiction for the purpose of this Issue is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. personal (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 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 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh

nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agent of our Company.

In accordance with Section 72 of the Companies Act, 2013, 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 90 (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 is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES**

Except for the lock-in of the pre-issue capital of our Company, Promoter's minimum contribution as provided under the chapter titled "*Capital Structure*" beginning on page 73 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer to the chapter titled "*Main Provision of Articles of Association*" beginning on page 324.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limit under laws or regulations.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of National Stock Exchange of India Limited.

#### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company. Application by eligible NRIs, FPIs Registered with SEBI, VCFs, AIFs registered with SEBI and QFIs. It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

#### **WITHDRAWAL OF THE ISSUE**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the



newspapers in which the pre-issue advertisements were published, within two (2) days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one (1) Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchange on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment (ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with BRLM withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

## MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this issue document including devolvement of Underwriter, the Issuer shall refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing of specified securities, and if any such money is not repaid within four (4) days after the Issuer becomes liable to repay it the Issuer and every director of the Company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen percent per annum.

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer to the chapter titled “General Information” beginning on page 62.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall be two lots per application, provided that the minimum application size shall be above Rs. 2 lakhs.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (two hundred).

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.

## BID/ISSUE PROGRAMME

Events	Indicative Dates
<b>Bid/ Issue Opening Date</b>	Monday, August 04, 2025
<b>Bid/ Issue Closing Date</b>	Wednesday, August 06, 2025
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before Thursday, August 07, 2025
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account</b>	On or before Friday, August 08, 2025
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	On or before Friday, August 08, 2025
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before Monday, August 11, 2025

The above timetable, other than the Bid/ Issue Closing Date, is indicative and does not constitute any obligation on our Company the BRLM.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchange are taken within three (3) Working Days of the Bid/ Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchange. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of this Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.

The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

**In terms of the UPI Circulars, in relation to the Issue, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.**

## **SUBMISSION OF BIDS**

### **Bid/ Issue Period (Except the Bid/ Issue Closing Date)**

Submission and Revision in Bids: Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time (“IST”).

### **Bid/ Issue Closing Date**

Submission and Revision in Bids: Only between 10.00 a.m. and 3.00 p.m. IST.

### **On the bid/ issue closing date, the bids shall be uploaded until:**

- i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the BRLM to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchange. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

**It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.**

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date. Any time mentioned in this Red Herring Prospectus



is Indian Standard Time. Bidders are cautioned that, in the event, large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company or any Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBs on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchange may be taken.

Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

**In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of one working day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.**

#### **MIGRATION TO MAIN BOARD**

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from Emerge platform to main board. As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the Emerge platform on a later date subject to the following:

- a. If the Paid-up Capital of our Company is likely to increase above Rs. 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 favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to National Stock Exchange of India Limited for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b. If the paid-up Capital of our company is more than Rs. 10 Crores but below Rs. 25 Crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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.

Provided further that where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond Rs. 25 crores, the issuer may undertake

further issuance of capital without migration from SME exchange to the main board, subject to the Issuer undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).

Further, a Company desirous to migrate to main board shall also comply with the following criteria as per the migration policy reviewed and revised by the NSE from time to time:

1. The paid-up equity capital of the company shall not be less than Rs.10 crores and the capitalisation of the company's equity shall not be less than Rs. 25 crores. Explanation for this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares.
  2. The company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
  3. The Company should have been listed on SME platform of the Exchange for at least 3 years.
  4. The Company has not referred to the Board of Industrial & Financial Reconstruction (BIFR) &/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.
  5. The company has not received any winding up petition admitted by a NCLT.
  6. The net worth\* of the company should be at least Rs. 75 crores.
- \*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
7. Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1000.
  8. The company desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following: a) The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner. b) Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. c) Redressal mechanism of Investor grievance. d) PAN and DIN no. of Director(s) of the Company. e) Change in Control of a Company/Utilisation of funds raised from public.

## MARKET MAKING

The shares issued and transferred through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of National Stock Exchange of India Limited. For further details of the market making arrangement please refer to the chapter titled as “General Information” beginning on page 62.

## RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the Pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter titled “Capital Structure” beginning on page 73 and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation/ splitting except as provided in the Articles of Association. The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are

advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

#### **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.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment (“FDI”) Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guideline prescribed by the SEBI/RBI.

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.

#### **OPTION TO RECEIVE SECURITIES IN DEMATERIALIZED FORM**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

Further, it is mandatory for the investor to furnish the details of his/her depository account, & if for any reason, details of the account are incomplete or incorrect the application shall be treated as incomplete & may be rejected by the Company without any prior notice.

#### **NEW FINANCIAL INSTRUMENTS**

There are no new financial instruments such as deep discounted bonds, debentures, warrants, secured premium notes, etc. issued by our Company.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an Issuer, whose post issue paid-up capital is more than 10 crore rupees and upto 25 crore rupees, shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the Emerge Platform of National Stock Exchange of India Limited). For further details regarding the salient features and terms of such an issue, please refer to the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 267 and 281 respectively.

This public issue comprises of up to 38,88,000 equity shares of face value of Rs.10/- each for cash at a price of Rs. [●]/- per equity share including a share premium of Rs. [●]/- per equity share (the “Issue Price”) aggregating to Rs. [●] Lakhs (“the issue”) by our Company. The Issue and the Net Issue will constitute [●]% and [●]% respectively of the Post Issue Paid-up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process <sup>(1)</sup>:

Particulars of the Issue	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Individual Investors who applies for minimum application size
<b>Number of Equity Shares available for allocation</b>	1,94,400 Equity Shares	Not more than 1,84,800 Equity Shares.	Not less than 17,54,400 Equity Shares	Not less than 17,54,400 Equity Shares
<b>Percentage of Issue size available for allocation<sup>(2) &amp; (3)</sup></b>	5.00 % of the issue size	5.00% Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion may be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue. We have reserved 47.50% of the net Issue.  Further, the allocation in the NIIs category shall be as follows: (a) 1/3 <sup>rd</sup> of the portion available to NIIs shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than Rs. 10 lakhs; (b) 2/3 <sup>rd</sup> of the portion available to NIIs shall be reserved for applicants with	Not less than 35% of the Net Issue. We have reserved 47.50% of the net Issue.

			application size of more than Rs. 10 lakhs: Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors.	
<b>Basis of Allotment<sup>(4)</sup></b>	Firm Allotment	Proportionate as follows: a. 9,600 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b. 1,75,200 Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per(a) above	Proportionate	Proportionate
<b>Mode of Bid<sup>(4)</sup></b>	Only through the ASBA Process	Only through the ASBA process.	ASBA only (including the UPI mechanism), to the extent of bids up to Rs. 500,000	ASBA only (including the UPI mechanism)
<b>Mode of Allotment</b>	Compulsorily in dematerialized form			
<b>Minimum Bid Size</b>	[●] Equity Shares in multiple of [●] Equity shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds Rs. 2,00,000.	Such number of Equity Shares in multiples of [●] Equity Shares that Bid size exceeds Rs. 2,00,000.	Two lots comprising of [●] Equity Shares in multiple of [●] Equity shares so that the Bid Amount

				exceeds Rs. 2,00,000.
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder.	Two lots comprising of [●] Equity Shares.
<b>Trading Lot</b>	[●] Equity Shares, however, the Market Maker may accept odd lots, if any in the market as required under the SEBI ICDR Regulations.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Form at the time of submission of the ASBA Form.			
<b>Mode of Bid*</b>	ASBA only. In case of UPI Bidders, ASBA process will include the UPI Mechanism. ASBA Bids placed by Non-Institutional Investors shall have a limit of up to Rs. 5,00,000.			

\* SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Individual Investors, QIB, NII and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

- 1) This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
- 2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an issue for at least 25% of the post issue paid-up Equity share capital of the Company. This issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 253 of the SEBI (ICDR) Regulations.
- 3) Subject to valid Bids being received at or above the issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.
- 4) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. The Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The

signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

## WITHDRAWAL OF THE ISSUE

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in all editions of English national newspaper, Financial Express and all editions of Hindi national newspaper, Jansatta) and one in regional newspaper, Indore edition of Vinay Ujala, hindi being the regional language of Dewas, Madhya Pradesh where the registered office of our Company is situated.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus with RoC.

## JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities at Mumbai.

## BID/ ISSUE PROGRAMME:

Events	Indicative Dates
<b>Bid/Issue Opening Date</b>	Monday, August 04, 2025
<b>Bid/Issue Closing Date</b>	Wednesday, August 06, 2025
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	On or before Thursday, August 07, 2025
<b>Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account</b>	On or before Friday, August 08, 2025
<b>Credit of Equity Shares to Demat accounts of Allottees</b>	On or before Friday, August 08, 2025
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	On or before Monday, August 11, 2025

Bids and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Bid/ Issue Period at the Bidding Centres mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of bids on the Bid/ Issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of bids.
- A standard cut-off time of 4.00 p.m. for uploading of bids received from other than individual applicants.

- iii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only individual applicants, which may be extended up to such time as deemed fit by National Stock Exchange of India Limited after taking into account the total number of bids received up to the closure of timings and reported by BRLM to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical bid cum application form of that Bidder may be taken as the final data for the purpose of allotment. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).



## ISSUE PROCEDURE

*All Bidders should read 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 SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchange and the BRLM. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; (xiii) price discovery and allocation; and (xiv) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 03, 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 01, 2019, the UPI Mechanism for Individual Bidders applying through Designated Intermediaries was made effective along with the process and timeline of T+6 days (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. Pursuant to its circular SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 05, 2022, the SEBI has increased the UPI limit from Rs. 2,00,000 to Rs. 5,00,000 for all the individual investors applying in public issues.*

*With effect from July 01, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by UPI Bidders 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 Bids with timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), and modalities of the implementation of UPI Phase III has been notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023.*

*The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances, which came into force with effect from May 01, 2021, except as amended pursuant to the circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/76 dated May 30, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023. The SEBI RTA Master Circular consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09,*

2023) and rescinded these circulars to the extent relevant for RTAs. The provisions of these circulars are deemed to form part of this Red Herring Prospectus.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 01, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of regulation 23(4), 23(5) and regulation 271 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, in SEBI Circular. No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, the timelines, processes and compensation policy shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and Book Running Lead Manager shall continue to coordinate with intermediaries involved in the said process.

Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and is not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus.

Further, our Company and the Book Running Lead Manager are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for Bid in this Issue.

#### **BOOK BUILDING PROCEDURE:**

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs. Further, 5% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders, wherein 1/3<sup>rd</sup> of the NII portion shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than Rs. 10 lakhs and 2/3<sup>rd</sup> of the NII portion shall be reserved for applicants with application size of more than Rs. 10 lakhs and not less than 35% of the Issue shall be available for allocation to Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

**Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for Individual Investors Bidding in the Individual Investor's Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Issue, subject to applicable laws.**

## AVAILABILITY OF RED HERRING PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Red Herring Prospectus together with the Application Forms and copies of the Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e., [www.nseindia.com](http://www.nseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

### Phased implementation of Unified Payments Interface

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of, among others, equity shares. Pursuant to the SEBI UPI Circulars, UPI 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 ASBA) for Bids by UPI Bidders through designated intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment Mechanism, the SEBI UPI Circular have introduced the UPI Mechanism in three phases in the following manner:

- **Phase I:** This phase was applicable from January 01, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Individual Bidder had the option to submit the ASBA Form with any of the designated intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continue to be six Working Days.
- **Phase II:** This phase has become applicable from July 01, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, decided to continue Phase II of UPI with ASBA until implementation of UPI Phase III.
- **Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 01, 2023 and on a mandatory basis for all issues opening on or after December 01, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced from Six working days to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. This Issue will be made under UPI Phase III of the UPI Circular.

Pursuant to the SEBI UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked not later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the

relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post – issue BRLM will be required to compensate the concerned investor.

All SCSBs issuing the facility of making applications in public issues shall also provide the facility to make application using UPI. Our Company 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 UPI Bidders using the UPI Mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021. NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than Rs. 2 lakhs to Rs. 5 lakhs for UPI based ASBA in initial public offerings.

For further details, refer to the General Information Document to be available on the website of the Stock Exchange and the BRLM.

### **BID CUM APPLICATION FORM**

Copies of the Bid cum Application Form and the Abridged Prospectus will be available at the offices of the BRLM, the Designated Intermediaries at relevant Bidding Centres, and at the Registered Office of our Company. The electronic copy of the Bid cum Application Form will also be available for download on the websites of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), at least one day prior to the Bid/Issue Opening Date.

All Bidders shall mandatorily participate in the Issue only through the ASBA process. All ASBA Bidders must provide either (i) the bank account details and authorization to block funds in the ASBA Form, or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected.

UPI Bidders Bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bid cum Application Forms that do not contain the UPI ID are liable to be rejected. Applications made by the UPI Bidder using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, Bidders shall ensure that the Bids are submitted at the Bidding Centres only on Bid cum Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Bid cum Application Forms) and Bid cum Application Forms not bearing such specified stamp may be liable for rejection.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSBs or sponsor banks, as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

- (i) Individual Investors (other than the UPI Bidders using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- (ii) UPI Bidders using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

- (iii) QIBs and NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.
- (iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Individual Investors and Eligible NRIs applying on a non-repatriation basis ^	White
Non-Residents including FPIs, eligible NRIs, FIIs, FVCIs, registered bilateral and multilateral institutions etc. applying on a repatriation basis^	Blue

*\*Excluding electronic Bid cum Application Form.*

*^Electronic Bid cum Application Form and the abridged prospectus will be made available for download on the website of the National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)).*

**Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by Individual Investors (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.**

**Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).**

**Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of this Red Herring Prospectus.**

**The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.**

**An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”)**

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)



*Individual investors submitting application with any of the entities at (2) to (5) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.*

**The upload of the details in the electronic bidding system of stock exchange will be done by:**

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/ her mobile application, associated with UPI ID linked bank account.

**Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re- submission within the time specified by stock exchange.**

**Stock exchange shall allow modification of selected fields viz. DP ID/ Client ID or Pan ID (Either DP ID/ Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.**

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in this Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For Individual Bidders using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to Individual Bidders for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to Individual Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date (“Cut- Off Time”). Accordingly, Individual Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate Individual Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks

and the bankers to an issue. The BRLM 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.

## WHO CAN BID ?

**Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to this Red Herring Prospectus for more details.**

**Subject to the above, an illustrative list of Bidders is as follows:**

- a. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: —Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d. Mutual Funds registered with SEBI;
- e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non- Institutional Bidder 's category;
- j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k. Foreign Venture Capital Investors registered with the SEBI;
- l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n. Insurance Companies registered with Insurance Regulatory and Development Authority, India;

- o. Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p. Pension Funds and Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q. National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r. Multilateral and bilateral development financial institution;
- s. Eligible QFIs;
- t. Insurance funds set up and managed by army, navy or air force of the Union of India;
- u. Insurance funds set up and managed by the Department of Posts, India;
- v. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **APPLICATIONS NOT TO BE MADE BY:**

- 1. Minors (except through their Guardians)
- 2. Partnership firms or their nominations
- 3. Foreign Nationals (except NRIs)
- 4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non- resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 03, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid Cum Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant is above Rs. 2,00,000. In case of revision of Applications, the Individual Bidders have to ensure that the Application Price is greater than Rs. 2,00,000, as the application price payable by the Individual Investors shall be above Rs. 2,00,000.

##### **2. For Other than Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed



the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

#### **METHOD OF BIDDING PROCESS**

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national daily newspaper, Financial Express all editions of Hindi national newspaper, Jansatta, and Indore edition of Vinay Ujala, Hindi being the regional language of Dewas, Madhya Pradesh where the registered office of our Company is situated each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

- a. The Bid/ Issue Period shall be for a minimum of three working days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional one working day, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of the English national newspaper i.e. Financial Express, all editions of Hindi national newspaper i.e. Jansatta, and Indore edition of Vinay Ujala, Hindi being the regional language of Dewas, Madhya Pradesh where the registered office of our Company is situated each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.
- b. Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- c. The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.

- d. The BRLM/ the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- e. Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- f. If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- g. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- h. The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Bidders shall submit the Bid cum Application Form along with a cheque/ demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

#### **PARTICIPATION BY ASSOCIATES/ AFFILIATES OF BRLM AND THE SYNDICATE MEMBERS**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and

the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

#### **INFORMATION FOR THE BIDDERS:**

1. Our Company and the Book Running Lead Manager shall declare the Bid/Issue Opening Date and Bid/Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus/ Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with who the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

#### **BIDS BY HUFs**

Bids by HUFs should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or First Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals

#### **BIDS BY MUTUAL FUNDS**

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Manager, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

#### **BIDS BY ELIGIBLE NRIs**

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour). Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) Accounts, and Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI

Mechanism) to block their Non-Resident Ordinary (“NRO”) accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

Eligible NRIs will be permitted to apply in the Issue through Channel I or Channel II (as specified in the SEBI UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the SEBI UPI Circulars) to apply in the Issue, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application. For details of restrictions on investment by NRIs, please refer to the chapter titled as “*Restrictions on Foreign Ownership of Indian Securities*” beginning on page 322.

Participation of Eligible NRIs in the Issue shall be subject to the FEMA Rules.

#### **Investment by NRI or OCI on non-repatriation basis:**

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations - Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by an NRI or OCI on non-repatriation basis - will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

#### **BIDS BY FPIs**

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of the post-Issue Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company. With effect from April 01, 2020, the aggregate limit by FPIs shall be the sectoral caps applicable to the Indian company as prescribed in the FEMA Rules with respect to its paid-up equity capital on a fully diluted basis. While the aggregate limit as provided above could have been decreased by the concerned Indian companies to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020, our Company has not decreased such limit and accordingly the applicable limit with respect to our Company is 100%. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the Book Running Lead Manager, reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

To ensure compliance with the applicable limits, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar to the Issue shall:

- i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI, and
- ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs, (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs, (iii) such offshore derivative instruments are issued after compliance with “know your client” norms, and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, among others, the following conditions:

- a) each offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
- b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Further, Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be regarded as multiple Bids:

- FPIs which utilise the multi-investment manager (“MIM”) structure.
- Offshore derivative instruments (“ODI”) which have obtained separate FPI registration for ODI and proprietary derivative investments.
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration.
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs.
- Government and Government related investors registered as Category I FPIs.
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to the aforesaid seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilise any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation.



In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

#### **BIDS BY SEBI-REGISTERED AIFs, VCFs AND FVCIs**

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) 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.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Issue, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

#### **BIDS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

#### **BIDS BY BANKING COMPANIES**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended, is 10% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services or 10% of the bank's 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, subject to prior approval of the RBI if (i) the investee company is engaged in non- financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action

plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 01, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, please refer to the chapter titled as “*Key Industry Regulation and Policies*” beginning on page 165.

#### **BIDS BY SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

#### **BIDS BY SYSTEMICALLY IMPORTANT NBFCs**

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

#### **BIDS BY INSURANCE COMPANIES**

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations 2016, as amended, which are broadly set forth below:

- a) Equity Shares of a company: the lower of 10%\* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;



- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

*\*The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of Rs. 25,000,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of Rs. 5,000,000 lakhs or more but less than Rs. 25,000,000 lakhs.*

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

#### **BIDS UNDER POWER OF ATTORNEY**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

#### **ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders 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 Bidder.

#### **ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) BIDDERS**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent

investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

## **TERMS OF PAYMENT**

The entire Issue price of Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

## **PAYMENT MECHANISM**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Individual Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Bid/Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - i. the applications accepted by them;
  - ii. the applications uploaded by them;

- iii. the applications accepted but not uploaded by them; or
  - iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to:
- i. The applications accepted by any Designated Intermediaries;
  - ii. The applications uploaded by any Designated Intermediaries; or
  - iii. The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Bid/Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Bid/Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

Sr. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;

- Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
  9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  11. In case of Non-Individual Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in this Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
  12. The permission given by the Stock Exchange to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.
  13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/ Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Bid/Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  14. The SCSBs shall be given one day after the Bid/ Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
  15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **BUILD OF THE BOOK**

- a. Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b. Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

## WITHDRAWAL OF BIDS

- Individual Investors can withdraw their Bids until Bid/ Issue Closing Date. In case a Individual Investor wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

## PRICE DISCOVERY AND ALLOCATION

- Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Issue Price.
- The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in this Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to this Red Herring Prospectus.
- Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to this Red Herring Prospectus.
- In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.

### Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of Rs. 20 to Rs. 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., Rs. 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below Rs. 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

## GENERAL INSTRUCTIONS

### ***Do's:***

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an Individual Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are an Individual Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. Individual Bidders bidding in the Issue to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for Individual Bidders using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Ensure that you have correctly signed the authorization/undertaking box in the Bid cum Application Form or have otherwise provided an authorization to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of Individual Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorize

the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids 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 Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Issue using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. Individual Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which Individual Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the Individual Bidder’s ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Issue Closing Date;



25. Individual Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an Individual Bidder may be deemed to have verified the attachment containing the application details of the Individual Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (Individual Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)); and
27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

***Don'ts:***

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount less than Rs. 2,00,000 (for Bids by Individual Bidders);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a Individual Investor and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;



12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
15. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
16. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not an Individual Investor;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Individual Investors can revise or withdraw their Bids on or before the Bid/Issue Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an Individual Investor which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Issue Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please refer to the chapters titled “*General Information*” and “*Our Management*” beginning on pages 62 and 179 respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please refer to the chapter titled “*General Information*” beginning on page 62.

## **GROUNDINGS FOR TECHNICAL REJECTION**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by Individual Investors using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. Bids under the UPI Mechanism submitted by Individual Investors using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
10. GIR number furnished instead of PAN;
11. Bids by Individual Investors with Bid Amount of upto Rs. 2,00,000;
12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
13. Bids accompanied by stock invest, money order, postal order or cash; and
14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by Individual Investors uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchange.

Further, in case of any pre-Issue or post Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please refer to the chapter titled “*General Information*” beginning on page 62.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of Rs. 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). 'T' being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 01, 2023. Our Company may choose to close this Issue within three (03) working days, in accordance with the timeline provided under the aforementioned circular. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 01, 2018, June 28, 2019, November 08, 2019, March 30, 2020, March 16, 2021, June 02, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

#### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

#### **BASIS OF ALLOCATION**

- a. The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in this Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to this Red Herring Prospectus.
- b. Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c. In case of under subscription in the Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to this Red Herring Prospectus.

#### **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The allotment of Equity Shares to Bidders other than Individual Investors may be on proportionate basis. No Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer

is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

#### **FLOW OF EVENTS FROM THE CLOSURE OF BIDDING PERIOD (T DAY) TILL ALLOTMENT:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file/Final Certificate and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM/Company for their review/comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The Designated Stock Exchange (DSE), post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawl numbers in their system and generates the final list of allottees as per process mentioned below:

#### **Process for generating list of allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket/batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the over subscription times.
- In categories where there is under-subscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non-allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

#### **Part A - Illustration explaining the procedure of allotment [for Individual Investors]**

##### **Example A.**

1. Total number of specified securities on offer@ ₹ 600 per share: 1 crore specified securities.
2. Specified securities on offer for individual investors' category: 35 lakh specified securities.
3. The issue is over-all subscribed by 2.5 times, whereas the individual investors' category is oversubscribed 4 times.
4. The Issuer has fixed the minimum application/bid size as 20 specified securities (falling within the range of ten thousand to fifteen thousand rupees) and in multiples thereof.
5. A total of one lakh individual investors have applied in the issue, in varying number of bid lots i.e. between 1

- 16 bid lots, based on the maximum application size of up to two lakh rupees.
6. Out of the one lakh investors, there are five individual investors A, B, C, D and E who have applied as follows: A has applied for 320 specified securities. B has applied for 220 specified securities. C has applied for 120 specified securities. D has applied for 60 specified securities and E has applied for 20 specified securities.
  7. As the allotment to a individual investor cannot be less than the minimum bid lot, subject to availability of shares, the remaining available shares, if any, shall be allotted on a proportionate basis.

**The actual entitlement shall be as follows:**

Sr. No.	Name of Investor	Total Number of specified securities applied for	Total number of specified securities eligible to be allotted
1.	A	320	20 specified securities (i.e. the minimum bid lot) + 38 specified securities $[(35,00,000 - (1,00,000 * 20)) / (140,00,000 - (1,00,000 * 20))] * 300$ (i.e. 320-20)
2.	B	220	20 specified securities (i.e. the minimum bid lot) + 25 specified securities $[(35,00,000 - (1,00,000 * 20)) / (140,00,000 - (1,00,000 * 20))] * 200$ (i.e. 220-20)
3.	C	120	20 specified securities (i.e. the minimum bid lot) + 13 specified securities $[(35,00,000 - (1,00,000 * 20)) / (140,00,000 - (1,00,000 * 20))] * 100$ (i.e. 120-20)
4.	D	60	20 specified securities (i.e. the minimum bid lot) + 5 specified securities $[(35,00,000 - (1,00,000 * 20)) / (140,00,000 - (1,00,000 * 20))] * 40$ (i.e. 60-20)
5.	E	20	20 specified securities (i.e. the minimum bid lot)

**Example B.**

- 1) Total number of specified securities on offer @ `600 per share: 1 crore specified securities.
- 2) Specified securities on offer for individual investors' category: 35 lakh specified securities.
- 3) The issue is overall subscribed by 7 times, whereas the individual investors' category is over-subscribed 9.37 times.
- 4) The issuer has decided the minimum application/bid size as 20 specified securities (falling within the range of ten thousand to fifteen thousand rupees) and in multiples thereof.
- 5) A total of two lakh individual investors have applied in the issue, in varying number of bid lots i.e. between 1-16 bid lots, based on the maximum application size of up to two lakh rupees.
- 6) As per the allotment procedure, the allotment to individual investors shall not be less than the minimum bid lot, subject to availability of shares.
- 7) Since the total number of shares on offer to the individual investors is 35,00,000 and the minimum bid lot is 20 shares, the maximum number of investors who can be allotted this minimum bid lot should be 1,75,000. In other words, 1,75,000 individual applicants shall get the minimum bid lot and the remaining 25,000 individual applicants will not get any allotment.<sup>3</sup>

The details of the allotment shall be as follows:

No. of lots	No. of shares at each lot	No. of individual investors applying at each lot	Total no. of shares applied for at each lot	No. of investors who shall receive minimum bid-lot (to be selected by a lottery)
A	B	C	D=(B*C)	E
1.	20	10,000	2,00,000	$8,750 = (1,75,000 / 2,00,000) * 10,000$
2.	40	10,000	4,00,000	8,750
3.	60	10,000	6,00,000	8,750
4.	80	10,000	8,00,000	8,750
5.	100	20,000	20,00,000	17,500
6.	120	20,000	24,00,000	17,500
7.	140	15,000	21,00,000	13,125
8.	160	20,000	32,00,000	17,500
9.	180	10,000	18,00,000	8,750
10.	200	15,000	30,00,000	13,125
11.	220	10,000	22,00,000	8,750
12.	240	10,000	24,00,000	8,750
13.	260	10,000	26,00,000	8,750
14.	280	5,000	14,00,000	4,375
15.	300	15,000	45,00,000	13,125
16.	320	10,000	32,00,000	8,750
<b>Total</b>		<b>2,00,000</b>	<b>3,28,00,000</b>	<b>1,75,000</b>

**Note:** For IDRs, the minimum application size shall be twenty thousand rupees.

#### Part B - Illustration explaining minimum application size

For inviting applications in multiples of the minimum value as referred to in sub-regulation (2) of regulation 49, the procedure is clarified by following example:

Assuming an issue is being made at a price of Rs. 900 per equity share. In this case, the issuer in consultation with the lead merchant banker can determine the minimum application lot within the range of 12 – 16 equity shares (in value terms between Rs.10,000- Rs.15,000), as explained hereunder:

Options	I	II	III	VI	V
Lot Size @ Rs. 900/- per share	12 shares	13 shares	14 shares	15 shares	16 shares
Application / Bid amount for 1 lots	10800	11700	12600	13500	14400
Application / Bid amount for 2 lots	21600	23400	25200	27000	28800
Application / Bid amount for 4 lots	43200	46800	50400	54000	57600
Application / Bid amount for 8 lots	86400	93600	100800	108000	115200
Application / Bid amount for 16 lots	172800	187200	--	--	--
Application / Bid amount for 18 lots	194400	--	--	--	--

The options given above are only illustrative and not exhaustive.

Where the issuer in consultation with the lead merchant banker decides to fix the minimum application / bid size as 14 (Option III), necessary disclosures to the effect that the applicant can make an application for 14 shares and in multiples thereof shall be made in the offer document.]

**[Part A1 - Illustration explaining the procedure of allotment for non-institutional investors]**

**Example A.**

- 1) Total number of specified securities on offer @ ₹ 600 per share: 1 crore specified securities.
- 2) Specified securities on offer for non-institutional investors' category: 15 lakhs specified securities.
- 3) Out of the total non-institutional investors' category,
  - a) Reserved for applications above two lakhs rupees and up to ten lakhs rupees -i.e., five lakhs of specified securities
  - b) Balance for applications above ten lakhs rupees - ten lakhs specified securities
- 4) The issue is over-all subscribed by 2.5 times, whereas the non-institutional investors' category mentioned in 3 (a) above is oversubscribed 4 times and 3(b) is oversubscribed 50 times.
- 5) The issuer has fixed the minimum lot size as 20 specified securities (falling within the range of ten thousand to fifteen thousand rupees) and in multiples thereof.
- 6) Therefore, the minimum application size for non-institutional investors' is 340 specified securities (i.e. the application value should be more than two lakh rupees and in multiples of one lot (i.e. 20 specified securities) thereof.
- 7) A total of five hundred investors have applied in the issue under 3(a) category, in varying number of application size i.e. between 17 to 83 lots (340 to 1660 specified securities), based on the maximum application size of up to ten lakh rupees.
- 8) Out of the five hundred investors, there are five non-institutional investors A, B, C, D and E who have applied as follows: A has applied for 340 specified securities. B has applied for 500 specified securities. C has applied for 1,000 specified securities. D has applied for 1,400 specified securities and E has applied for 1,660 specified securities.
- 9) As the allotment to a non-institutional investor cannot be less than the minimum application size, subject to availability of shares, the remaining available shares, if any, shall be allotted on a proportionate basis.

The actual entitlement shall be as follows:

Sr. No.	Name of Investor	Total Number of specified securities applied for	Total number of specified securities eligible to be allotted
1.	A	340	340 specified securities (i.e. the minimum applications size)
2.	B	500	340 specified securities (i.e. the minimum applications size) + 29 specified securities $[(5,00,000 - (500 * 340)) / \{20,00,000 - (500 * 340)\}] * 160$ (i.e. 500-340)
3.	C	1,000	340 specified securities (i.e. the minimum lot of Rs 2 Lakhs) + 119 specified securities $[(5,00,000 - (500 * 340)) / \{20,00,000 - (500 * 340)\}] * 660$ (i.e. 1,000-340)
4.	D	1,400	340 specified securities (i.e. the minimum lot of Rs 2 Lakhs) + 191 specified securities $[(5,00,000 - (500 * 340)) / \{20,00,000 - (500 * 340)\}] * 1,060$ (i.e. 1,400-340)
5.	E	1,660	340 specified securities (i.e. the minimum lot of Rs 2 Lakhs) + 238 specified securities $[(5,00,000 - (500 * 340)) / \{20,00,000 - (500 * 340)\}] * 1,320$ (i.e. 1,660-340)

NOTE: For category 3(b), calculation methodology shall be similar to above.

**Example B.**

- 1) Total number of specified securities on offer @ ₹ 600 per share: 1 crore specified securities.
- 2) Specified securities on offer for non-institutional investors' category: fifteen lakh specified securities.



- 3) Out of the total non-institutional investors' category,
  - a) Reserved for applications above two lakhs rupees and up to ten lakhs rupees -i.e., five lakhs of specified securities
  - b) Balance for applications above ten lakhs rupees - ten lakhs specified securities
- 4) The issue is overall subscribed by 7 times, whereas the non-institutional investors' category, reserved for applications above two lakh rupees and up to ten lakh rupees -i.e., five lakhs of specified securities is oversubscribed 89.17 times.
- 5) The issuer has fixed the minimum lot size as 20 specified securities (falling within the range of ten thousand to fifteen thousand rupees) and in multiples thereof.
- 6) Therefore, the minimum application size for non-institutional investors' is 340 specified securities (i.e. the application value should be more than two lakh rupees and in multiples of one lot (i.e. 20 specified securities) thereof.
- 7) A total of fifty thousand investors have applied in the issue under 3(a) category, in varying number of application sizes i.e. between 17 – 83 lots (340 to 1660 specified securities), based on the maximum application size of up to ten lakh rupees.
- 8) As per the allotment procedure, the allotment to non-institutional investors shall not be less than the minimum application size, subject to availability of shares.
- 9) Since the total number of specified securities on offer to the non-institutional investors' applications under 3(a) is 5,00,000 and the minimum application size is 340 specified securities, the maximum number of non-institutional investors' who can be allotted this minimum application size should be 1,471. In other words, 1,471 applicants shall get the minimum application size and the remaining 48,529 applicants will not get any allotment.

**The details of the allotment shall be as follows:**

No. of lots	No. of shares at each lot	No. of individual investors applying at each lot	Total no. of shares applied for at each lot	No. of investors who shall receive lots according to minimum application size (to be selected by a lottery)
A	B	C	D=(B*C)	E
17	340	2,500	8,50,000	$74 = (1,471/50,000) * 2,500$
18	360	1,000	3,60,000	29
19	380	1,000	3,80,000	29
20	400	1,000	4,00,000	29
21	420	1,000	4,20,000	29
22	440	1,000	4,40,000	29
23	460	1,000	4,60,000	29
24	480	500	2,40,000	15
25	500	500	2,50,000	15
26	520	500	2,60,000	15
27	540	500	2,70,000	15
28	560	1,000	5,60,000	29
29	580	1,000	5,80,000	29
30	600	500	3,00,000	15
31	620	1,000	6,20,000	29
32	640	1,000	6,40,000	29
33	660	1,000	6,60,000	29
34	680	1,000	6,80,000	29
35	700	1,000	7,00,000	29
36	720	500	3,60,000	15



37	740	1,000	7,40,000	29
38	760	1,000	7,60,000	29
39	780	1,000	7,80,000	29
40	800	1,000	8,00,000	29
41	820	1,000	8,20,000	29
42	840	1,000	8,40,000	29
43	860	500	4,30,000	15
44	880	1,000	8,80,000	29
45	900	1,000	9,00,000	29
46	920	1,000	9,20,000	29
47	940	1,000	9,40,000	29
48	960	1,000	9,60,000	29
49	980	1,000	9,80,000	29
50	1000	1,000	10,00,000	29
51	1020	1,000	10,20,000	29
52	1040	1,000	10,40,000	29
53	1060	1,000	10,60,000	29
54	1080	500	5,40,000	15
55	1100	500	5,50,000	15
56	1120	500	5,60,000	15
57	1140	500	5,70,000	15
58	1160	500	5,80,000	15
59	1180	500	5,90,000	15
60	1200	500	6,00,000	15
61	1220	500	6,10,000	15
62	1240	500	6,20,000	15
63	1260	500	6,30,000	15
64	1280	500	6,40,000	15
65	1300	500	6,50,000	15
66	1320	500	6,60,000	15
67	1340	500	6,70,000	15
68	1360	500	6,80,000	15
69	1380	500	6,90,000	15
70	1400	500	7,00,000	15
71	1420	500	7,10,000	15
72	1440	500	7,20,000	15
73	1460	500	7,30,000	15
74	1480	500	7,40,000	15
75	1500	500	7,50,000	15
76	1520	500	7,60,000	15
77	1540	500	7,70,000	15
78	1560	500	7,80,000	15
79	1580	500	7,90,000	15
80	1600	500	8,00,000	15
81	1620	500	8,10,000	15
82	1640	500	8,20,000	15
83	1660	500	8,30,000	15
<b>TOTAL</b>		<b>50,000</b>	<b>4,48,50,000</b>	<b>1,471</b>

## BASIS OF ALLOTMENT

### a. For Individual Bidders

Bids received from the Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

### b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Individual Investors shall be available for allotment to Non-Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

The allocation in the non-institutional investors category shall be as follows:

- (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than Rs. 10 lakhs;
- (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than Rs. 10 lakhs:

Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of non-institutional investors.”

### c. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- i. In the first instance, allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
  - In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.

- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

ii. In the second instance, allotment to all QIBs shall be determined as follows:

- In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Issue:

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Emerge platform of National Stock Exchange of India Limited. The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b. The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c. For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - Each successful Bidder shall be allotted [●] equity shares; and
  - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d. If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole

discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this Red Herring Prospectus.

**Individual Investor means an investor who applies for minimum application size of two lots which shall be above Rs. 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 National Stock Exchange of India Limited.**

**The Executive Director / Managing Director of National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Book Running 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.**

#### **Issuance of Allotment Advice**

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed valid, binding and irrevocable contract for the Allotment to such Bidder.
3. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the Bid/Issue Closing date. The Issuer also ensures that credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account.

#### **Designated Date:**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 2 working days of the Bid/ Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

#### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the website of National Stock Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum

Application Forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of National Stock Exchange of India Limited i.e., [www.nseindia.com](http://www.nseindia.com).

### **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

### **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre- issue or post issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of National Stock Exchange of India Limited where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Bid/Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- i. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Bid/Issue Closing Date;
- ii. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Bid/Issue Closing Date, would be ensured; and

- iii. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

***SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the requirement of 6 working days (T+6 days); 'T' being issue closing date. The provisions of this circular is applicable, on voluntary basis for public issues opening on or after September 01, 2023 and on mandatory basis for public issues opening on or after December 01, 2023.***

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation National Stock Exchange of India 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:
  - i. Each successful applicant shall be allotted [●] equity shares; and
  - ii. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
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.

## **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the National Stock Exchange of India Limited - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the 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.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non-Residents, NRIs, FPIs and foreign venture capital funds and all Non-Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Equity Shares in Dematerialised Form with NSDL/CDSL**

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialised form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements had been signed by our Company with the respective Depositories and the Registrar to the Issue before filing of this Red Herring Prospectus:

- i. We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Issue on August 19, 2024.
- ii. We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on September 26, 2024.
- iii. The Company's Equity shares bear an ISIN No. INE124401014.

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, 2013, our Company shall, announce the floor price or the price band at least two working days before the opening of the Issue in the pre-issue and price band advertisement in the format specified under Part A of Schedule X, in all editions of Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper and in regional language newspaper i.e.





Indore edition of Vinay Ujala, Hindi being the regional language of Dewas, Madhya Pradesh where the registered office of our Company is situated each with wide circulation.

In the Pre-Issue advertisement, we shall state the Bid/ Issue Opening Date and the Bid/ Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

#### **SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING**

- a. Our Company and the Underwriter has entered into an Underwriting Agreement dated April 01, 2025.

#### **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:***

- 1. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- 2. 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*
- 3. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least Rs. 10 Lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than Rs. 10 Lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to Rs. 50 Lakhs or with both.

#### **UNDERTAKINGS BY OUR COMPANY**

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;
- if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/ unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;



- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under- subscription, etc.
- our Company, in consultation with the BRLM, reserves the right not to proceed with the Fresh Issue, in whole or in part thereof, to the extent of the Issued Shares, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by the SEBI, providing reasons for not proceeding with the Issue and inform the Stock Exchange promptly on which the Equity Shares are proposed to be listed; and
- if our Company, in consultation with the BRLM withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchange.

#### UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- 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;
- details of all monies utilized out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and

details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment. The Government has from time to time made policy pronouncements on foreign direct investment (“FDI”) through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which, with effect from October 15, 2020 consolidated, subsumed and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid-up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. As the FDI Policy does not specifically mention the Paper Industry, foreign investment in this industry is permitted up to 100% under the automatic route, in accordance with the general provisions applicable to sectors not specifically restricted or regulated.

Under the current FDI Policy and the FEMA Non-Debt Rules, foreign direct investment is not permitted in companies engaged in (a) multi-brand retail trading, undertaking retail trading by means of e-commerce, and (b) inventory-based model of e-commerce. In accordance with the FEMA Non-debt Rules, participation by non-residents in the Issue is restricted to participation by (i) FPIs under Schedule II of the FEMA Non-debt Rules, subject to limit of the individual holding of an FPI below 10% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding the sectoral cap i.e. 51% of the post issue paid up share capital; and (ii) Eligible NRIs applying only on a non-repatriation basis under Schedule IV of the FEMA Non-debt Rules. Further, other non-residents applying on a repatriation basis, FVCIs and multilateral and bilateral development financial institutions are not permitted to participate in the Issue. As per the existing policy of the Government of India, OCBs cannot participate in this issue. For details, please refer to the chapter titled “*Issue Procedure*” beginning on page 281.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPP), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

The foreign investment in our Company is governed by, inter-alia, the FEMA, the FEMA Non-debt Rules, the FDI Policy issued and amended by way of press notes.

Further, in terms of the FEMA Non-debt Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-Debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. For details, please refer to the chapter titled “*Issue Procedure*” beginning on page 281.

Further, in accordance with the FDI Policy, the Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-debt Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Non-debt Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Non-Debt Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/ Issue Period.

**The Equity Shares have not been and will not be registered under the U.S. Securities Act and 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 U.S. state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of the jurisdiction where those Issues and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

**The above information is given for the benefit of the Applicants. Our Company and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.**

## SECTION X – MAIN PROVISION OF ARTICLES OF ASSOCIATION

Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Public Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

Article No.	DESCRIPTION
INTERPRETATION	
I.	<p>1) In these Regulations: -</p> <p>(a) "Company" means <b>Aaradhya Disposal Industries Limited.</b></p> <p>(b) "the Act" means the "Companies Act, 2013" and every statutory modification or re-enactment thereof and references to Sections or Rules of the Act shall be deemed to mean and include references to sections enacted in modification or replacement thereof.</p> <p>(c) "these Regulations" means these Articles of Association as originally framed or as altered, from time to time.</p> <p>(d) "the Office" means the Registered Office for the time being of the Company.</p> <p>(e) "the Seal" means the common seal of the Company.</p> <p>(f) Words imparting the singular shall include the plural and vice versa, words imparting the masculine gender shall include the feminine gender and words imparting persons shall include bodies corporate and all other persons recognized by law as such.</p> <p>(g) "month" and "year" means a calendar month and calendar year respectively.</p> <p>(h) Expression referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.</p> <p>(i) Unless the context otherwise requires, the words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof, in force at the date at which these regulations become binding on the Company.</p> <p>2) The Regulations contained in Table F in Schedule 1 to the Companies Act, 2013 shall not apply to the Company and the Regulations herein contained shall be the regulations for the management of the Company and for the observance of its members and their representatives. They shall be binding on the company and its members as if they are the terms of an agreement between them.</p>

SHARE CAPITAL AND VARIATION OF RIGHTS	
II. 1.	<p>1) The Authorised Share Capital of the company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force on that behalf with the powers to divide the share capital, whether original or increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such manner as may for the time being be provided by the Regulations of the Company and allowed by law.</p> <p>Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board of Directors, who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted shares of the Company of any class, either at a premium or at par and for such time and for such consideration as the Board of Directors think fit (subject to the provisions of Section 53, 54, 56 and 58 of the Act), provided that option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as the allotment provided for in Section 39 of the Act.</p> <p>2) Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles; and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of the Articles, be a member.</p> <p>3) 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 of the Act, the consent in writing of the holders of three fourths of the issued shares of that class or with a sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</p> <p>4) The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise 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 <i>pari passu</i> therewith.</p> <p>5) (i) The company may exercise the powers of paying commissions conferred by Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Section.</p> <p>(ii) The rate of commission shall not exceed the rate of 5% (five percent) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 5% (five percent) of such price, as the case may be and in the case of debentures 2½% (two and a half per cent) of the price at which the debentures in respect whereof the same is paid are issued or an amount equal to 2½% (two and a half per cent) of such price, as the case may be.</p> <p>(iii) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.</p> <p>(iv) The Company may also, on any issue of shares, pay such brokerage as may be lawful.</p>
2.	<p>I. (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, one</p>

	<p>certificate for all his shares without payment of any charges; or several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>(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.</p> <p>II. The Company agrees, that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange.</p> <p>(i) for issue of new certificates in replacement of those that are torn out, defaced lost or destroyed;</p> <p>(ii) for sub-division and consolidation of shares and debenture certificates and for subdivision of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading".</p> <p>III. If any shares stands in the names of two or more persons, the person first named in the register of members shall as regards receipt of dividends, the service of notices and subject to the provisions of these Articles, all or any other matter connected with the Company except the issue of share certificates, voting at meeting and the transfer of the share, be deemed the sole holder thereof.</p>
3.	<p>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. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p>
4.	<p>Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>
5.	<p>The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40 provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under subsection (6) of section 40. 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.</p>
6.	<p>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. 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.</p>

7.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8.	Subject to the provisions of Section 55 any preference shares may with the sanction of an ordinary resolution be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may by special resolution determine.
<b>LIEN</b>	
9.	Subject to the provisions of Companies Act 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid-up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts liabilities and engagements (whether presently payable or not) solely or jointly with any other person to or with the Company whether the period for the payment fulfilment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends from time to time declared in respect of shares subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.
10.	The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11.	To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof the purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12.	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. 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.
<b>CALLS ON SHARES</b>	
13.	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. 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. A call may be revoked or postponed at the discretion of the Board.
14.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
15.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16.	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. The Board shall be at liberty to waive payment of any such interest wholly or in part.
17.	1. (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,



	<p>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.</p> <p>(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.</p> <p>2. Subject to the provisions of Section 50 and 179 of the Act, the Board :-</p> <p>(a) May, if it thinks fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him; and</p> <p>(b) If it thinks fit, may pay interest upon all or any of shares (until the same would but for such advance become presently payable) at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 12% (twelve percent) per annum as may be agreed upon between the Board and the member paying the sums or advances, Money so paid in advance shall not confer a right to dividend or to participate in profits.</p> <p>3. On the trial or hearing on any suit or proceedings brought by the Company against any member or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of members of the company as a holder or one of the holders of the number of shares in respect of which such claim is made and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who resolved to make any call, nor that a quorum of Directors was present at Board Meeting at which any call was resolved to be made, nor that the meeting at which any call was resolved to be made was duly convened or constituted nor any other matter, but the proof of the matters aforesaid shall be conclusive evidence of the debt.</p> <p>4. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall, preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.</p>
18.	<p>The Board –</p> <p>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</p> <p>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.</p>
<b>TRANSFER OF SHARES</b>	
19.	<p>1. The Company shall keep a "Register of Transfers" and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share(s) or securities.</p> <p>2. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.</p> <p>(ii) the transferor shall be deemed to remain a holder of the security until a properly signed deed of transfer is received by the Company within 2 months of its execution and proper note thereof has been taken and name of transferee has been entered in the Register of Members/Securities, as the case may be;</p>



	<p>(iii) that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law;</p> <p>(iv) that a common form of transfer shall be used; 20(v) that 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 money called or payable at a fixed time in respect of such shares;</p> <p>(vi) that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;</p> <p>(vii) that any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits;</p> <p>(viii) that option or right to call of shares shall not be given to any person except with the sanction of the Company in general meetings;</p> <p>(ix) Permission for Sub-Division/Consolidation of Share Certificate.</p> <p>3. The instrument of transfer shall be in writing and all the provisions of Companies Act 2013 and modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof.</p> <p>4. Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transferee, before registering any such transfer, the Directors shall give notice by letter sent by registered acknowledgement due post to the registered holder that such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event to the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company or the Directors in respect of such non-receipt.</p>
20.	<p>The Board may, subject to the right of appeal conferred by section 58 decline to register—</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of the share on which the Company has a lien, provided that the registration transfer shall not be refused on the ground of transferor being either alone or jointly with any person or persons indebted to the Company on any account except a lien.</p>
21.	<p>1. The Board may decline to recognise any instrument of transfer unless—</p> <p>(a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</p> <p>(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</p> <p>(c) the instrument of transfer is in respect of only one class of shares.</p> <p>2. All instruments of transfer which shall be registered shall be retained by the Company, but may be destroyed upon the expiration of such period as the Board may from time to time determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.</p>

22.	<p>(a) On giving not less than seven days previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>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.</p> <p>(b) There shall be no charge for:</p> <ul style="list-style-type: none"> <li>(i) registration of shares or debentures.</li> <li>(ii) sub-division and/ or consolidation of shares and debentures certificates and sub-division of Letters of Allotment and split consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit or trading;</li> <li>(iii) sub-division of renounceable Letters of Right;</li> <li>(iv) issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised;</li> <li>(v) registration of any Powers of Attorney, Letter of Administration and similar other documents.</li> </ul>
<b>TRANSMISSION OF SHARES</b>	
23.	<p>(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.</p> <p>(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.</p>
24.	<p>(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—</p> <ul style="list-style-type: none"> <li>a) to be registered himself as holder of the share; or</li> <li>b) to make such transfer of the share as the deceased or insolvent member could have made.</li> </ul> <p>(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.</p>
25.	<p>(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.</p> <p>(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>(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.</p>
26.	<p>1. On the transfer of the share being registered in his name 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.</p> <p>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</p>

	<p>monies payable in respect of the share, until the requirements of the notice have been complied with.</p> <p>2. Where the Company has knowledge through any of its principal officers within the meaning of Section 2 of the Estate Duty Act, 1953 of the death of any member or of debenture holder in the company, it shall furnish to the controller within the meaning of such section, the prescribed particulars in accordance with that Act and the rules made thereunder and it shall not be lawful for the Company to register the transfer of any shares or debentures standing in the name of the deceased, unless the transferor has acquired such shares for valuable consideration or a certificate from the Controller is produced before the Company to the effect that the Estate Duty in respect of such shares and debentures has been paid or will be paid or that none is due, as the case may be.</p> <p>3. The Company shall incur liability whatever in consequence of its registering or giving effect, to any transfer of share made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the register of members) to the prejudice of persons having or claiming any equitable right, title of interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company though not bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.</p>
27.	Not Applicable
<b>FORFEITURE OF SHARES</b>	
28.	If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
29.	The notice aforesaid shall 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 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.
30.	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. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture, which shall be the date on which the resolution of the Board is passed forfeiting the shares.
31.	<p>(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</p> <p>(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p>
32.	<p>(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 together with interest thereon from the time of forfeiture until payment at the rate of 9 % (nine percent) per annum.</p> <p>(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.</p>

33.	<p>(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;</p> <p>(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;</p> <p>(iii) The transferee shall thereupon be registered as the holder of the share; and</p> <p>(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.</p>
34.	<p>1. 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.</p> <p>2. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental thereto except only such of those right as by these Articles are expressly saved.</p> <p>3. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to be application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity, of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.</p> <p>4. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the powers in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such shares, the Board may, issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.</p> <p>5. The Directors may subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.</p>
<b>ALTERATION OF CAPITAL</b>	
35.	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.
36.	<p>Subject to the provisions of section 61, the company may, by ordinary resolution-</p> <p>a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</p> <p>b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</p> <p>c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;</p>

	d) cancel any share which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
37.	<p>1. The Company may, by an ordinary resolution:-</p> <ol style="list-style-type: none"> <li>convert any paid-up shares into stock; and</li> <li>reconvert any stock into paid-up shares of any denomination authorised by these regulations.</li> </ol> <p>2. 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:</p> <p>Provided 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.</p> <p>3. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting and meeting 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.</p> <p>4. Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholder" respectively.</p>
38.	<p>1. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-</p> <ol style="list-style-type: none"> <li>its share capital;</li> <li>any capital redemption reserve account; or (c) any share premium account.</li> </ol> <p>The Company may, from time to time, by special resolution and on compliance with the provisions of Section 66 of the Act, reduce its share capital.</p> <p>2. The Company shall have power to establish Branch Offices, subject to the provisions of the Act or any statutory modifications thereof.</p> <p>3. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant for the Company in accordance with the provisions of the Act.</p> <p>4. The Company, if authorised by a special resolution passed at a General Meeting may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate, subject however, to the provisions of Section 230 to 232 of the Act.</p>
<b>CAPITALISATION OF PROFITS</b>	
39.	<p>1. The company in General Meeting may, upon the recommendation of the Board resolve :-</p> <ol style="list-style-type: none"> <li>that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss Account, or otherwise available for distribution; and</li> </ol>

	<p>b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>2. The sum aforesaid shall not be paid in cash, but shall be applied, subject to the provisions contained in clause (3), either in or towards: -</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) 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; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that is specified in sub-clause (ii).</p> <p>3. Any share/securities premium account and any capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.</p> <p>4. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>
40.	<p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—</p> <p>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</p> <p>b) generally, do all acts and things required to give effect thereto.</p> <p>(ii) The Board shall have power—</p> <p>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</p> <p>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;</p> <p>(iii) Any agreement made under such authority shall be effective and binding on such members.</p>
<b>BUY-BACK OF SHARES</b>	
41.	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.
<b>GENERAL MEETINGS</b>	
42.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
43.	The Board may whenever it thinks fit call an extraordinary general meeting. 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.
<b>PROCEEDINGS AT GENERAL MEETINGS</b>	
44.	1. No general meeting, annual or extraordinary, shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called.

	<p>2. (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.</p> <p>(ii) Save as otherwise provided in Section 103 of the Act, a minimum of:-</p> <ol style="list-style-type: none"> <li>five members personally present if the number of members as on the date of meeting is not more than one thousand;</li> <li>fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;</li> <li>thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;</li> </ol> <p>Furthermore, A body corporate, being member, shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.</p>
45.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
46.	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.
47.	<p>1. 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.</p> <p>2. No business shall be discussed at any general meeting except the election of a Chairman, whilst the chair is vacant.</p>
48.	Not Applicable
<b>ADJOURNMENT OF MEETING</b>	
49.	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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid 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.
<b>VOTING RIGHTS</b>	
50.	Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and 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.
51.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
52.	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. For this purpose seniority shall be determined by the order in which the names stand in the register of members.
53.	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.
54.	Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.
55.	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.
56.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such



	meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.
<b>PROXY</b>	
57.	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.
58.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
59.	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.
<b>BOARD OF DIRECTORS</b>	
60.	<p>The number of the Directors of the Company shall not be less than three and not more than fifteen. Name of first Directors are as follows –</p> <ol style="list-style-type: none"> <li>1. Mrs. Shashi Maheshwari</li> <li>2. Mr. Sunil Maheshwari</li> <li>3. Mr. Anil Maheshwari</li> </ol>
61.	<ol style="list-style-type: none"> <li>1. At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation in accordance with the provisions of Section 152 of the Act or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office in accordance with the provisions of Sections 152 of the Act.</li> <li>2. (1) Subject to the provisions of the Companies Act, 2013 and Rules made there under each Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a sum not exceeding Rs. 100,000/- (Rupees One Lakhs Only);  (2) Subject to the provisions of Section 197 of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in General Meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination, shall be divided among the directors equally of is so determined paid on a monthly basis.  (3) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.  (4) Subject to the provisions of Sections 197 of the Act, if any Director be called upon to perform any extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent free house, medical aid and free conveyance) as the Board may determine from time to time.</li> </ol>



	<p>(5) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid in accordance with company's rules to be made by the Board all travelling, hotel and other expenses properly incurred by them: -</p> <p>(a) In attending and returning from meetings or adjourned meeting of the Board of Directors or any committee thereof; or</p> <p>(b) In connection with the business of the Company.</p>
	<p>3. The Directors shall not be required to hold any qualification shares in the Company.</p>
	<p>4. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the case of any and every such issue of debentures, the persons having such power may exercise such power, from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture Director shall not be liable to retire by rotation.</p>
	<p>5. In the course of its business and for its benefit the Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institution or other authority that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Nominee Directors. Nominee Directors shall be entitled to hold office until requested to retire by the government, authority, person, firm, institution or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Nominee Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, firm, institution or corporation who appointed such Nominee Director may if the agreement so provide, appoint another Director in his place.</p>
	<p>6. Subject to the provisions of Section 161 of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.</p>
	<p>7. The Directors shall have power, at any time and from time to time, to appoint any qualified person to be a director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall held office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.</p>
	<p>8. A person may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director, before receiving or enjoying such benefits in case in which the provisions of Section 188 of the Act are attracted will ensure that the same have been complied with.</p>
	<p>9. Every nomination, appointment or removal of a Special Director shall be in writing and in accordance with the rules and regulations of the government, corporation or any other institution. A Special Director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director or the Company.</p>
	<p>10. The office of a Director shall become vacant: -</p>

	<ul style="list-style-type: none"> <li>(i) on the happening of any of the events provided for in Section 167 of the Act;</li> <li>(ii) on the contravention of the provisions of Sections 188 of the Act, or any statutory modifications thereof;</li> <li>(iii) if a person is a Director of more than twenty Companies at a time, out of which not more than 10 (Ten) shall be Public Companies.</li> <li>(iv) in the case of alternate Director on return of the original Director to the State, in terms of Section 161 of the Act; or</li> <li>(v) on resignation of his office by notice in writing and is accepted by the Board.</li> </ul>
62.	The Board may pay all expenses incurred in getting up and registering the company.
63.	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.
64.	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.
65.	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.
66.	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. 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.
<b>PROCEEDINGS OF THE BOARD</b>	
67.	The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit. A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.
68.	<p>Subject to Section 174 of the Act, the quorum for a meeting of the Board of Directors shall be one third of its total strength (any fraction contained in that one third being rounded off as one) or two Directors, whichever is higher; provided that where at any time the number of interested Directors exceeds or is equal to two thirds of the total strength, the number of the remaining Directors, that is to say, the number of directors, who are not interested, present at the meeting, being not less than two, shall be the quorum during such time. The participation of the Directors by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum under clause 105 of the Articles. If a meeting of the Board could not be held for want of quorum, whatever number of Directors not being less than two, shall be present at the adjourned meeting, notice where of shall be given to all the Directors, shall form a quorum.</p> <ul style="list-style-type: none"> <li>(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</li> <li>(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote</li> </ul>
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.	1. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.

	<p>(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.</p> <p>2. Subject to the restrictions contained in Section 179 &amp; 180 of the Act, the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as it think fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part, and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.</p> <p>3. The meetings and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last proceeding Article.</p>
71.	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. 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. 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.
73.	A committee may meet and adjourn as it thinks fit. 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.
74.	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.
75.	Subject to Section 175 of the Act and except a resolution which the Act requires specifically to be passed in any board meeting a resolution in writing signed by the majority 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 as valid and effectual as if it had been passed at a meeting of the Board or committee duly convened and held.
76.	Not Applicable
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>	
77.	Subject to the provisions of the Act 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 thinks 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; 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.
<b>THE SEAL</b>	

79.	The Board shall provide for the safe custody of the seal. 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 secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
<b>DIVIDENDS AND RESERVE</b>	
80.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
81.	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.
82.	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, thinks fit. The Board may also carry forward any profits which it may consider necessary not, to divide, without setting them aside as a reserve.
83.	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. 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. 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.
84.	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.
85.	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. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
86.	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.
87.	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.
88.	No dividend shall bear interest against the Company.
<b>ACCOUNTS</b>	
89.	<ol style="list-style-type: none"> <li>1. The Board shall cause proper books of accounts to be maintained under Sections 128 &amp; 129 of the Act.</li> <li>2. 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 or them, shall be open to the inspection of members not being Directors.</li> <li>3. 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.</li> </ol>

<b>WINDING UP</b>	
<b>90.</b>	Subject to the provisions of Chapter XX of the Act and rules made thereunder 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. 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. 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.
<b>INDEMNITY</b>	
<b>91.</b>	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.
<b>OTHERS</b>	
<b>SHARE WARRANTS</b>	
<b>92.</b>	<ol style="list-style-type: none"> <li>The Company may issue share warrant, subject to and in accordance with, the provisions of the Companies Act 2013 and accordingly the Board may in its discretion with respect of any share which is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application and on receiving the certificate (if any) of the share; and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.</li> <li> <ol style="list-style-type: none"> <li>(1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company and so long as the warrant remains so deposited the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.</li> <li>(2) Not more than one person shall be recognised as depositor of the share warrant.</li> <li>(3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.</li> </ol> </li> <li> <ol style="list-style-type: none"> <li>(1) Subject as herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling meeting of the Company or attend or vote or exercise any other privilege of a member at a meeting of the company or be entitled to receive any notice from the Company.</li> <li>(2) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the register of member as the holder of the shares including in the warrant and he shall be deemed to be a member of the Company in respect thereof.</li> </ol> </li> <li>The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction of the original.</li> </ol>
<b>MANAGING DIRECTOR(S) AND WHOLE TIME DIRECTOR(S)</b>	
<b>93.</b>	<ol style="list-style-type: none"> <li>Subject to provisions of Section 196 &amp; 197 of the Act, the Board of Directors may, from time to time, appoint one or more of their body to the office of Managing Directors or whole time Directors for a period not exceeding 5 (five) years at a time and on such terms and conditions as</li> </ol>

	<p>the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment, and in making such appointments the Board shall ensure compliance with the requirements of the Companies Act, 2013 and shall seek and obtain such approvals as are prescribed by the Act, provided that a Director so appointed, shall not be whilst holding such office, be subject to retirement by rotation but his appointment shall automatically be determined if he ceases to be a Director.</p> <p>2. The Board may entrust and confer upon Managing Director/s or whole time Director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board may think fit, subject always to the superintendence, control and direction of the Board and the Board may, from time to time revoke, withdraw, alter or vary all or any of such powers.</p> <p>3. Subject to Section 203 of the Act, a Secretary of the Company may be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.</p>
<b>BALANCE SHEET AND PROFIT AND LOSS ACCOUNT</b>	
94.	Balance Sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for correctness as per provision of the Act.
<b>AUDIT</b>	
95.	<p>(a) The first Auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.</p> <p>(b) The auditor shall be hold office from the conclusion of First Annual General Meeting till conclusion of Sixth Annual General Meeting.</p> <p>(c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.</p> <p>(d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.</p>
<b>SECRECY</b>	
96.	Subject to the provisions of law of land and the act, every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.
<b>DEMATERIALISATION OF SECURITIES</b>	
97.	<p>For the purpose of the Articles related to Dematerialization of securities, following are the definitions-</p> <p>a) 'Beneficial owner' means a person whose name is recorded in the Register maintained by a Depository under the Depositories Act, 1996.</p> <p>b) 'Bye-laws' means the Depositories Act, 1996 and any statutory modification or re-enactment thereof for the time being in force.</p>



	<p>c) 'Depository' means a Company formed and register under the Companies Act, 1956/2013 ("the Act") and which has been granted a certificate or registration to act as depository under sub-section (1A) of Section 12 of the Securities &amp; exchange Board of India Act, 1992.</p> <p>d) 'Member' means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum of the Company and the beneficial owner(s) as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.</p> <p>e) 'Record' includes the records maintained in the form of books or stored in a computer or such other form as may be determined under the regulations made by SEBI.</p> <p>f) 'Regulations' means the regulations made by SEBI.</p> <p>g) 'Security' means such security as may be specified by SEBI from time to time.</p>
98.	Notwithstanding anything contained in these Articles, the Company shall have powers to dematerialize its share and other securities and to rematerialize the same and to offer and to issue new shares or other securities in a dematerialized form in accordance with the provisions of the Depositories Act, 1996. The rights of the parties concerned in respect of the shares and other securities in the dematerialized form, and all other matters connected therewith and/or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.
99.	<p>a) 'Option for investor'- Every person subscribing or holding shares and other securities of the Company shall have the option to receive certificates thereof or to hold the same with a depository in dematerialized form. A beneficial owner of the securities can, at any time, opt out of the depository, if permitted by law, and in such a case the Company shall, in the manner and within the time as prescribed, issue the required certificates in respect of the subjected securities to the beneficial holder.</p> <p>b) If a person opt to hold his securities with a Depository, the Company shall intimate such Depository the details of allotment of security, and on receipt of such information, the Depository shall enter in its records the name of the allottee as the beneficial owner of the securities.</p>
100.	All Securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in section 153, 187C and 372A of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owner.
101.	The Company shall be entitled to treat the person as the holder of share(s) whose name appears as the beneficial owner of the shares in the Depository, as the absolute owner thereof and accordingly shall not (except as ordered by the Court of competent jurisdiction or as by law required) be bound to be recognized any benami trust or equity or equitable, contingent or other claim to or interest in such shares on the part of any other person whether or not it shall have express or implied notice thereof.
102.	Notwithstanding anything contained herein, in the case of transfer of shares or other securities where the Company has not issued any Certificates and where such shares and securities are being held in electronic and fungible form, the provisions of the Depositories Act, 1996 shall apply.
103.	"Transfer of Securities" – Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer or securities affected by a transferor and transferee both of whom are entered in the Register maintained under the Depositories Act, 1996 by a Depository as beneficial owner.
104.	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.
105.	"Distinctive numbers of securities held in the depository mode"- Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held in the depository mode.
106.	<p>'Right of the Depositories and Beneficial Owner':</p> <p>a) Notwithstanding anything to the contrary contained in the Act, or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.</p>

	<p>b) Save as otherwise provided in a) above, the Depository as the registered owner of the securities shall not have other membership rights in respect of the securities held by it.</p> <p>c) Every person holding securities of the Company and whose name is entered in the beneficial owner in the register maintained by the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall alone be entitled to all rights and benefits and be subject to all the liabilities in respect of securities held in the depository mode or which he is the beneficial owner.</p>
<b>107.</b>	“Other matters”- Notwithstanding anything contained in these Articles the provision of Depository Act, relating to dematerialization of securities, (including any modification or reenactment thereof and Rules/ regulations made thereunder) shall prevail and apply accordingly.
<b>BORROWING POWERS</b>	
<b>108.</b>	Subject to the provisions of sections 179 and 180 of the Companies Act, 2013, the Directors shall have the power, from time to time and at their discretion, to borrow, raise or secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage or charge upon all or any of the properties of the Company both present and future including its uncalled capital for the time being.

**Note:** There are no material clause of Article of Association have been left out from disclosure having bearing on the IPO/disclosure.



## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of this Red Herring Prospectus to be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located At Plot E-1, Industrial Area No.- 1, A.B. Road, Dewas-455001, Madhya Pradesh, India, from date of this Red Herring Prospectus to Bid/Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### **MATERIAL CONTRACTS TO THE ISSUE**

1. Issue Agreement dated November 16, 2024 between our Company and the Book Running Lead Manager.
2. Agreement dated November 15, 2024 between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated April 01, 2025 between our Company and the Underwriter.
4. Market Making Agreement dated April 01, 2025 between our Company, the Book Running Lead Manager and the Market Maker.
5. Syndicate Agreement dated April 01, 2025 between our Company, the Book Running Lead Manager, the Syndicate Member and the Registrar to the Issue.
6. Public Issue Account agreement dated April 01, 2025 among our Company, the Book Running Lead Manager, the Public Issue Bank/ Banker to Issue, and the Registrar to the Issue.
7. Tripartite agreement dated August 19, 2024, among NSDL, our Company and the Registrar to the Issue.
8. Tripartite agreement dated September 26, 2024, among CDSL, our Company and the Registrar to the Issue.

#### **MATERIAL DOCUMENTS TO THE ISSUE**

1. Our Memorandum and Articles of Association, as amended from time to time.
2. Our Company was incorporated under the name “Aaradhya Disposal Industries Private Limited” having Certificate of incorporation dated January 16, 2014. Further, upon conversion of our Company from private limited to public limited company a fresh Certificate of Incorporation dated October 28, 2024 was issued to the Company from ROC Gwalior.
3. Resolution of the Board of Directors dated October 29, 2024, authorising the Issue.
4. Resolution of the shareholders dated November 15, 2024, under section 62(1)(c) of the Companies Act, 2013 authorising the Issue.
5. Resolution of the Board of Directors dated December 02, 2024, approving the Draft Red Herring Prospectus.
6. Resolution of the Board of Directors dated March 24, 2025, approving the Addendum to the Draft Red Herring Prospectus.
7. Resolution of the Board of Directors dated July 25, 2025, approving this Red Herring Prospectus.
8. Resolution of the Board of Directors dated [●], approving the Prospectus.
9. Auditor’s Report dated June 12, 2025 on the Restated Standalone Financial Statements of our Company included in this Red Herring Prospectus.
10. The Statement of Possible Tax Benefits dated July 15, 2025 from our Statutory Auditors included in this Red Herring Prospectus.
11. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory & Peer Review Auditor, Practising Company Secretary, Chartered Engineer, Bankers to our Company, Banker to the Issue, Sponsor Bank, the Book Running Lead Manager, the Underwriter, the Market Maker, Syndicate Member, Registrar to the Issue, Legal Advisor to act in their respective capacities.
12. Copy of in-principle approval from NSE *vide* letter dated March 27, 2025 to use the name of NSE in the Offer Document for listing of Equity Shares on Emerge Platform of NSE.

13. Due Diligence Certificate dated December 02, 2024 along with the confirmations as provided in Form G of Schedule V dated July 21, 2025 from the Book Running Lead Manager.
14. Copy of Managing Director Agreement between Mr. Sunil Maheshwari and our Company dated November 15, 2024 for his appointment.
15. NOC from secured lenders i.e., Yes Bank Limited dated November 16, 2024 and Axis Bank Limited dated November 25, 2024.
16. Certificates issued by, M/s S R A M & Co., Chartered Accountants certifying the Issue Expenses, Working Capital, Cost of Acquisition, Other Financial Information, Financial Indebtedness, Capitalisation Statement and Key Performance Indicators.
17. Chartered Engineer Certificate on capacity utilisation dated November 24, 2024 and June 10, 2025, issued by N. K. Maheshwari, Independent Chartered Engineer as an expert defined under Section 2(38) of the Companies Act, 2013.
18. Certificate from Agrawal & Maheshwari, Practising Company Secretary dated November 25, 2024 and July 21, 2025.
19. Site Visit Report of our Company dated October 30, 2024 and June 30, 2025, issued by the Book Running Lead Manager.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, with the approval of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

### SIGNED BY THE MANAGING DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Sunil Maheshwari	02611461	Managing Director	Sd/-

**Date:** July 25, 2025

**Place:** Dewas, Madhya Pradesh

## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Anil Maheshwari	06684862	Director	Sd/-

**Date:** July 25, 2025

**Place:** Dewas, Madhya Pradesh

## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

### SIGNED BY THE EXECUTIVE DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Shashi Maheshwari	06780841	Executive Director	Sd/-

**Date:** July 25, 2025

**Place:** Dewas, Madhya Pradesh

## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

### SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Narender Tulsidas Kabra	06851212	Independent Director	Sd/-

**Date:** July 25, 2025

**Place:** Indore, Madhya Pradesh

## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

### SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Dharmendra Pawar	08068916	Independent Director	Sd/-

**Date:** July 25, 2025

**Place:** Dewas, Madhya Pradesh

## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

### SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY:

Name	DIN	Designation	Signature
Siddharth Shankar Mahajan	10819584	Independent Director	Sd/-

**Date:** July 25, 2025

**Place:** Indore, Madhya Pradesh



## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name	PAN	Designation	Signature
Anil Maheshwari	AGVPM7363H	Chief Financial Officer	Sd/-

**Date:** July 25, 2025

**Place:** Dewas, Madhya Pradesh

## DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

### SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER OF OUR COMPANY:

Name	PAN	Designation	Signature
Surabhi Modi	CGPPM5905H	Company Secretary & Compliance Officer	Sd/-

**Date:** July 25, 2025

**Place:** Dewas, Madhya Pradesh