

**SPECTROGEN PHARMACHEM LIMITED****Corporate Identification Number: U24299TG2020PLC147109**

Registered Office	Corporate Office	Contact Person	E-mail and Telephone	Website
Sy. No. 115, First Floor Brig Sayeed Road Hanumanji Colony Bowenpally Manovikasnagar Tirumalagiri Secunderabad Telangana – 500009	N.A.	Ms. Sonali Jain Company Secretary and Compliance Officer Contact No. +91-9347680690	E-mail: info@spectrogen.co.in Tel: +91 40 3503 5220	www.spectrogen.co.in

PROMOTERS: VENKATA RAO SADHANALA, VISWA PRASAD SADHANALA, DEVIREDDY SRINIVASA REDDY AND VEERA REDDY VALLAPUREDDY**DETAILS OF ISSUE TO PUBLIC**

Type	Fresh Issue Size	Total Issue Size	Eligibility
Fresh Issue	40,00,000 Equity Shares at Issue Price of ₹30/- each aggregating to ₹1,200 Lakhs	40,00,000 Equity Shares at Issue Price of ₹30/- each aggregating to ₹1,200 Lakhs	This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. This Issue is being made pursuant to Regulation 229 (2) of the SEBI (ICDR) Regulations, as Our Company's Post-Issue Paid-up Capital is more than ₹10 Crores.

RISKS IN RELATION TO FIRST ISSUE

This being the First Public Issue of Our Company, there has been no formal market for the Equity Shares of Our Company. The Face Value of the Equity Shares is ₹10/- each and the Issue Price of ₹30 is 3 (three) times of the Face Value of the Equity Shares. The Issue Price (determined and justified by Our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on Page 58 of this Draft Prospectus should not be taken to be indicative of the Market Price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be Traded after Listing.

GENERAL RISKS

Investments in Equity and Equity-Related Securities involve a degree of risk and Investors should not Invest any funds in the Issue unless they can afford to take the risk of losing their entire Investment. Investors are advised to read the Risk Factors carefully before taking an Investment decision in the Issue. For taking an Investment decision, Investors must rely on their own examination of Our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the Investors is invited to "Risk Factors" on Page 16.



ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE"). For the purposes of this Issue, NSE is the Designated Stock Exchange.

LEAD MANAGER TO THE ISSUE**REGISTRAR TO THE ISSUE**

			
Name of Lead Manager to the Issue:	Name of Contact Person: Arvind Gala	Name of Registrar to the Issue:	Name of Contact Person: Babu Rapheal
Inventure Merchant Banker Services Private Limited	Tel No.: +91 22 4075 1500 Email: compliance@inventurermerchantbanker.com	Bigshare Services Private Limited	Tel. No.: +91 22 6263 8200 Email: ipo@bigshareonline.com

BID/ISSUE PROGRAMME

ISSUE OPENS ON:	<input type="checkbox"/>
ISSUE CLOSES ON:	<input type="checkbox"/>

SPECTROGEN PHARMACHEM LIMITED

Our Company was originally incorporated as a Private Limited Company under the Companies Act, 2013 pursuant to Certificate of Incorporation issued by the Registrar of Companies – Telangana, Hyderabad dated December 22, 2020 with the name "Spectrogen International Private Limited". Further, the name of Our Company was changed to "Spectrogen Pharmachem Private Limited," consequent upon change of Main Objects of the Company vide fresh Certificate of Incorporation issued by the Registrar of Companies – Telangana, Hyderabad dated November 28, 2023. Subsequently, Our Company was converted into Public Limited Company, "Spectrogen Pharmachem Limited," vide the Certificate issued by the Registrar of Companies – Telangana, Hyderabad, dated December 14, 2023. For details of changes in the Registered Office, please refer "History and Certain Other Corporate Matters" on Page 86.

Registered Office: Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad, Telangana – 500009

Tel: +91 40 3503 5220; **Website:** www.spectrogen.co.in; **E-mail:** info@spectrogen.co.in

Contact Person: Ms. Sonali Jain, Company Secretary and Compliance Officer

PROMOTERS: MR. VENKATA RAO SADHANALA, MR. VISWA PRASAD SADHANALA, MR. DEVIREDDY SRINIVASA REDDY AND MR. VEERA REDDY VALLAPUREDDY	
<p>PUBLIC ISSUE OF 40,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF SPECTROGEN PHARMACHEM LIMITED ("OUR COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹30/- PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹20/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹1,200 LAKHS ("THE ISSUE"). OF THE ISSUE, 2,00,000 EQUITY SHARES AGGREGATING TO ₹60.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 38,00,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT AN ISSUE PRICE OF ₹30/- PER EQUITY SHARES AGGREGATING TO ₹1,140 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 29.37% AND 27.90% RESPECTIVELY OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" ON PAGE 154 OF THIS DRAFT PROSPECTUS.</p>	
<p>THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE ISSUE PRICE OF ₹30/- IS 3 (THREE) TIMES OF THE FACE VALUE</p>	
<p>THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI (ICDR) REGULATIONS"), AS AMENDED AND IN TERMS OF RULE 19(2)(b) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED. THIS IS AN ISSUE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, AS AMENDED. FOR FURTHER DETAILS, SEE "ISSUE PROCEDURE" ON PAGE 180 OF THIS DRAFT PROSPECTUS.</p> <p>All Potential Investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI Mode (as applicable) by providing details of the respective Bank Accounts and / or UPI IDs, in case of UPI Applicants (Individual Investors) applying through UPI Mechanism, if applicable, which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. A copy will be delivered for registration to the Registrar of Companies as under Section 26 and Section 28 of the Companies Act, 2013. For details in this regard, specific attention is invited to "Issue Procedure" on Page 180. Copy of the Draft Prospectus will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.</p>	
RISKS IN RELATION TO FIRST ISSUE	
<p>This being the First Issue of the Issuer, there has been no formal market for the Securities of Our Company. The Face Value of the Equity Shares of Our Company is ₹10/- each. The Issue Price should not be taken to be indicative of the Market Price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of Our Company or regarding the price at which the Equity Shares will be Traded after Listing.</p>	
GENERAL RISKS	
<p>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 the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Prospectus. Specific attention of the Investors is invited to "Risk Factors" on Page 16.</p>	
ISSUER'S ABSOLUTE RESPONSIBILITY	
<p>Our Company, having made all reasonable Inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to Our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.</p>	
LISTING	
<p>The Equity Shares offered through this Draft Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited ("NSE"). Our Company has received the Approval Letter dated [●] from NSE for using its name in the Offer Document for listing of our Shares on the EMERGE Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be NSE.</p>	
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p>INVENTURE MERCHANT BANKER SERVICES PVT. LTD. Enhancing. Fortunes. Enriching. Lives.</p>	
<p>INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED 2nd Floor, Viraj Towers, Near Andheri Flyover (North End) Western Express Highway, Andheri (East), Mumbai – 400069, Maharashtra Tel No: +91 22 4075 1500 Fax No: +91 22 4075 1511 Email: compliance@inventuremerchantbanker.com Investor Grievance Email: redressal@inventuremerchantbanker.com Website: www.inventuremerchantbanker.com SEBI Registration No: INM000012003 Contact Person: Arvind Gala</p>	<p>BIGSHARE SERVICES PRIVATE LIMITED Office No. S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre Mahakali Caves Road, Andheri (East), Mumbai – 400093 Maharashtra, India Telephone: +91 22 6263 8200 Email: ipo@bigshareonline.com Investor Grievance email: Investor@bigshareonline.com Website: www.bigshareonline.com SEBI Registration No.: INR000001385 Contact Person: Babu Rapheal</p>
ISSUE PROGRAMME	
ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

INDEX

SECTION I – GENERAL	1
DEFINITIONS AND ABBREVIATIONS	1
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND	
CURRENCY OF PRESENTATION.....	10
FORWARD-LOOKING STATEMENTS	11
SECTION II - SUMMARY OF THE OFFER DOCUMENT.....	12
SECTION III - RISK FACTORS.....	16
SECTION IV – INTRODUCTION	30
THE ISSUE	30
SUMMARY FINANCIAL INFORMATION	31
GENERAL INFORMATION	35
CAPITAL STRUCTURE.....	41
OBJECTS OF THE ISSUE.....	52
BASIS FOR ISSUE PRICE	57
STATEMENT OF TAX BENEFITS.....	63
SECTION V: ABOUT THE COMPANY	65
INDUSTRY OVERVIEW	65
OUR BUSINESS	75
KEY INDUSTRIAL REGULATIONS AND POLICIES IN INDIA.....	83
HISTORY AND CERTAIN CORPORATE MATTERS.....	85
OUR MANAGEMENT	88
OUR PROMOTERS AND PROMOTER GROUP	99
OUR GROUP ENTITIES	104
RELATED PARTY TRANSACTIONS.....	107
DIVIDEND POLICY.....	108
SECTION VI – FINANCIAL INFORMATION.....	109
FINANCIAL STATEMENTS.....	109
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF	
OPERATIONS.....	126
FINANCIAL INDEBTEDNESS.....	133
SECTION VII – LEGAL AND OTHER INFORMATION.....	134
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS	134
GOVERNMENT AND OTHER APPROVALS.....	137
OUR GROUP ENTITIES	140
OTHER REGULATORY AND STATUTORY DISCLOSURES	141
SECTION VIII – ISSUE RELATED INFORMATION.....	152
TERMS OF THE ISSUE.....	152
ISSUE STRUCTURE	157
ISSUE PROCEDURE.....	160
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES	180
SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION.....	181
SECTION X – OTHER INFORMATION.....	218
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	218
DECLARATION	220

THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

SECTION I – GENERAL DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any Legislation, Act, Regulation, Rules, Guidelines or our Articles of Association, Memorandum of Association, Policies shall be to such legislation, act or Regulation, as amended from time-to-time and any reference to a statutory provision shall include any subordinate legislation made from time-to-time under that provision.

The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI Regulations, the SCRA, the Depositories Act or the rules and Regulations made thereunder.

Notwithstanding the foregoing in 'Main Provisions of the Articles of Association', 'Summary of Our Business', 'Our Business', 'Risk Factors', 'Industry Overview', 'Key Regulations and Policies in India', 'Financial Information', "Outstanding Litigation and Material Developments" and "Part-B" of "Issue Procedure", defined terms, will have the meaning ascribed to such terms in these respective sections.

Company Related Terms

Term	Description
"Spectrogen Pharmachem Limited", "SPL", "We" or "us" or "Our Company" or "the Issuer"	Unless the context otherwise requires, refers to Spectrogen Pharmachem Limited, a Company incorporated under the Companies Act, 2013 and having its Registered Office at Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad, Telangana - 500009
"we", "us", or "our"	Unless the context otherwise indicates or implies, Our Company.
"you", "your" or "yours"	Prospective Investors in this Issue
AOA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Our Company, as amended from time-to-time.
Audit Committee	The Committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
Board/ Board of Directors / Our Board	The Board of Directors of Our Company, including all duly constituted Committees thereof.
Compliance Officer	Ms. Sonali Jain, Company Secretary and Compliance Officer of the Company
Director(s)	Director(s) on the Board of Our Company, as appointed from time-to-time, unless otherwise specified.
Equity Shareholders	The holders of the Equity Shares
Equity Shares/Shares	The Equity Shares of Our Company having Face Value of ₹10/- each unless otherwise specified in the context thereof
Group Companies / Group Entities	Such Companies as covered under the applicable Accounting Standards, being Accounting Standard-18 or Other Entities as considered Material, in accordance with the Materiality Policy, as described in "Our Group Entities" on Page 105.
Key Management Personnel / KMP	Key Management personnel of Our Company in terms of Regulation 2(1)(s) of the SEBI (ICDR) Regulations, Section 2(51) of the Companies Act, 2013. For details, please refer "Our Management" on Page 88.
Materiality Policy	A Policy adopted by Our Company, in its Board Meeting held on February 8, 2024 for identification of Group Companies, Material Creditors and Material Litigations.
MoA / Memorandum of Association	The Memorandum of Association of Our Company, as amended from time-to-time.
Peer Reviewed Auditor	The Independent Peer Reviewed Auditors of Our Company, M/s PPKG & Co., Chartered Accountants
Promoter Group	Persons and entities constituting the Promoter Group of Our Company, pursuant to Regulation 2(1)(zb) of the SEBI (ICDR) Regulations.
Promoters	Mr. Venkata Rao Sadhanala, Mr. Viswa Prasad Sadhanala, Mr. Devireddy Srinivasa Reddy and Mr. Veera Reddy Vallapureddy
Registered Office	The Registered Office of Our Company situated at Sy. No. 115, First Floor, Brig Sayeed

	Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad, Telangana – 500009
Registrar of Companies / ROC	Registrar of Companies - Telangana, Hyderabad
Restated Financial Statements / Standalone Restated Financial Statements	Audited Standalone Restated Financial including Statements of Assets and Liabilities as at December 31, 2023; March 31, 2023; 2022 and 2021 and Statement of Profits and Losses and Cash Flows for the Financial Years ended December 31, 2023; March 31, 2023, 2022 and 2021 of the Company.
Statutory Auditor	The Statutory Auditors of Our Company, being M/s PPKG & Co., Chartered Accountants.

Issue Related Terms

Term	Description
Acknowledgement Slip	The Slip, Document or Counter Foil issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot / Allotment / Allotted	Unless the context otherwise requires, Allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allottees	A successful Applicant to whom the Equity Shares are Allotted.
Applicant	Any Prospective Investor who makes an Application pursuant to the terms of the Draft Prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the Price Per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The Form in terms of which an Applicant shall make an Application and which shall be considered as the Application for the Allotment pursuant to the terms of the Draft Prospectus.
Application Supported by Blocked Amount/ ASBA	An Application, whether physical or electronic, used by an Applicant authorizing a SCSB to block the Application amount in the ASBA Account maintained with the SCSB and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by UPI Applicants using the UPI Mechanism
ASBA Account	A Bank Account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Applicants for blocking the Bid Amount mentioned in the ASBA Form and will include amounts blocked by SCSB upon acceptance of UPI Mandate Request by UPI Applicants using the UPI Mechanism.
ASBA Applicant(s)	Any Prospective Investors in this Issue who applies for Equity Shares of Our Company through the ASBA process in terms of the Draft Prospectus.
Bankers to the Issue/ Public Issue Bank	The Banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being [●]
Banker to the Issue Agreement	Agreement to be entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank, and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in "Issue Procedure" on Page 162.
Broker Centres	Broker centres notified by the Stock Exchange, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centres, along with the name and contact details of the Registered Brokers are available on the website of NSE on the following link www.nseindia.com .
Broker to the Issue	All recognized Members of the Stock Exchange would be eligible to act as the Broker to the Issue.
NSE SME	The EMERGE Platform of NSE, approved by SEBI as an SME Exchange for Listing of Equity Shares Issued under Chapter IX of the SEBI (ICDR) Regulations, 2018.
CAN / Allotment Advice	The Note or Advice or Intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number of the Applicant's Beneficiary Account.
Collecting Depository Participant or CDP	A Depository Participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.

Term	Description
Collection Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time-to-time.
Demographic Details	The details of the Applicants including the Applicants' Address, Names of the Applicants' Father/Husband, Investor Status, Occupation and Bank Account Details.
Depository /Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996.
Depository Participant / DP	A Depository Participant as defined under the Depositories Act.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com)
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account or unblock such amounts, as appropriate in terms of the Draft Prospectus.
Designated Intermediaries / Collecting Agent	An SCSB with whom the Bank Account to be blocked, is maintained, a Syndicate Member (or Sub-Syndicate Member), a Registered Broker, Designated CDP Locations for CDP, a Registrar to an Issue and Share Transfer Agent (RTA) (whose names is mentioned on website of the Stock Exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.nseindia.com).
Designated SCSB Branches	Such Branches of the SCSBs which collected the ASBA Application Form from the Applicants and the list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time-to-time.
Designated Stock Exchange	National Stock Exchange of India Limited
Draft Prospectus / DP	The Draft Prospectus dated February 23, 2024 filed with the National Stock Exchange of India Limited.
Eligible NRI	A Non-Resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in Relation to whom the Draft Prospectus constitutes an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of Our Company of Face Value ₹10/- each
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFI	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in Relation to whom the Draft Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialised accounts with SEBI registered Qualified Depository Participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations.
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form.
General Information Document	The General Information Document for Investing in Public Issues prepared and issued in accordance with the Circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the Circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018.
Issue / Public Issue / Issue size / Initial Public Issue / Initial Public Offer / Initial Public Offering / IPO	Public Issue of 40,00,000 Equity Shares of Face Value of ₹10/- each of Our Company for Cash at Price of ₹30/- Per Equity Share (including Share Premium of ₹20/- Per Equity Share) aggregating to ₹1,200 Lakhs by Our Company, in terms of this Draft Prospectus.
Issue Agreement / MoU	The Agreement dated February 8, 2024 entered into amongst Our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in Relation to the Issue.
Issue Closing Date	The Date on which the Issue closes for subscription. In this case being [●]
Issue Opening Date	The Date on which the Issue opens for subscription. In this case being [●]

Term	Description
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective Applicants can submit their Applications, including any revisions thereof.
Issue Price	The Price at which Equity Shares are being issued by Our Company being ₹30/- Per Equity Share.
Lead Manager / LM	The Lead Manager to the Issue, in this case being Inventure Merchant Banker Services Private Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between Our Company and the NSE.
Market Maker Reservation Portion	2,00,000 Equity Shares of ₹10/- each at ₹30/- Per Equity Share aggregating to ₹60.00 Lakhs reserved for subscription by the Market Maker.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 38,00,000 Equity Shares of Face Value of ₹10/- each at an Issue Price of ₹30/- Per Equity Share aggregating to ₹1,140 Lakhs.
Net Proceeds	Proceeds of the Issue that will be available to Our Company, which shall be the gross proceeds of the Issue less the issue expenses.
Non-Institutional Investors / NIIs	All Applicants, including Category-III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than ₹2,00,000 (but not including NRIs other than Eligible NRIs).
Prospectus	The Prospectus to be filed with the RoC for this Issue, in accordance with the provisions of Section 26 of the Companies Act, 2013 and SEBI (ICDR) Regulations, including any Addenda or Corrigenda thereto.
Public Issue Account	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A Qualified Institutional Buyer as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.
Refund Account(s)	Accounts to which the monies to be refunded to the Applicants is transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Registered Brokers	Stock Brokers registered with the Stock Exchanges having Nation-wide Terminals.
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated February 8, 2024 in Relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar to the Issue	The Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investors/ RIIs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than ₹2,00,000/-.
Revision Form	The Form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Banks or SCSBs	Banks registered with SEBI, offering services in Relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time-to-time and at such other websites as may be prescribed by SEBI from time-to-time.
EMERGE Platform of NSE/ SME Exchange / Stock Exchange / NSE Emerge	The EMERGE Platform of NSE, approved by SEBI as SME Exchange for listing of Equity Shares offered under Chapter IX of the SEBI (ICDR) Regulations.
Sponsor Bank	[●], being a Banker to the Offer, appointed by Our Company to act as a conduit between the Stock Exchanges and NPCI in Order to push the mandate collect requests and / or payment instructions of the RIBs into the UPI, and carry out other responsibilities, in terms of the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 issued by the SEBI
Underwriters	Inventure Merchant Banker Services Private Limited
Underwriting Agreement	The Agreement dated [●] entered into among the Underwriter and Our Company
UPI	Unified Payments Interface, which is an Instant Payment Mechanism, developed by NPCI
UPI Applicants	Collectively, Individual Investors applying as Retail Individual Investors in the Retail Portion, and Other than Retail Individual Investors applying with an Application Size of more than ₹2,00,000 and up to ₹5,00,000 in the Other than Retail Investors category and applying under the UPI Mechanism.

Term	Description
	Pursuant to Circular No. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all Individual Investors applying in Public Issues where the Application amount is up to ₹5,00,000 shall use UPI and shall provide their UPI ID in the Application Form submitted with: (i) a Stock Broker registered with a recognized Stock Exchange (whose name is mentioned on the website of the Stock Exchange as eligible for such activity), (ii) a Depository Participant (whose name is mentioned on the website of the Stock Exchange as eligible for such activity), and (iii) a Registrar to an Issue and Share Transfer Agent (whose name is mentioned on the website of the Stock Exchange as eligible for such activity)
UPI ID	ID created on the UPI for single-window mobile payment system developed by NPCI
UPI ID Linked Bank Account	Account of the UPI Applicants, applying in the issue using the UPI Mechanism, which will be blocked upon accepting the UPI mandate to the extent of the appropriate Application amount and subsequent debit of funds in the case of allotment.
UPI Mandate Request	A request (intimating the UPI Applicants by way of a notification on the UPI Application and by way of a SMS directing the RIB to such UPI mobile Application) to the UPI Applicants initiated by the Sponsor Bank to authorise blocking of funds on the UPI Application equivalent to Application Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism using UPI that may be used by UPI Applicants to make an Application in the Issue in accordance with the SEBI Circulars
UPI PIN	Password to authenticate UPI Transaction
Wilful Defaulter(s)	Wilful Defaulter as defined under Regulation 2(1)(III) of the SEBI Regulations.
Working Day(s)	"Working Day" means all days on which Commercial Banks in Mumbai are open for business. However, in respect of - (a) Announcement of Price Band; and (b) Issue Period, working day shall mean all days, excluding Saturdays, Sundays, and Public Holidays, on which Commercial Banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the Listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and Bank holidays, as per the Circulars issued by SEBI.

Technical and Industry Related Terms

Term	Description
API	Active Pharma Ingredients
AMI	Acute Myocardial Infarction
BARC	Bhabha Atomic Research Centre
BMW Rules	Biomedical Waste (Management and Handling) Rules, 1998
CAP	College of American Pathologists
CCI	Competition Commission of India
CERR Act	Clinical Establishments (Registration and Regulation) Act, 2010
CECG Rules	Clinical Establishments (Central Government) Rules, 2012
CK-MB	Creatine Kinase
Clinical Establishment Act	Clinical Establishments (Registration and Regulation) Act 2010
Combination Regulation Provisions	Combination Regulation Provisions the provisions under the Competition Act in relation to combinations effective from June 1
Competition Act	The Competition Act, 2002
Covid-19	Corona Virus
CSSD	Computed Topography Scan
DALY	Disability-adjusted Life Years
ERP	Enterprise Resource Planning
HDL	High Density Lipoprotein
HIV	Human Immuno-Deficiency Virus
ICT	Information and Communication Technology
ICMR	Indian Council of Medical Research
IPD	In-Patient Department
ISO	International Organisation for Standardisation
IVD	In-Vitro Diagnostics
LDL	Low Density Lipoprotein

Term	Description
LIMS	Laboratory Information Management System
NABL	National Accreditation Board for Testing and Calibration Laboratories
OPD	Out-Patient Department
PET CT	Position Emission Tomography – Computed Tomography
SDA	Sample Distribution Area
SRA	Sample Receiving Area
UNFPA	United Nations Population Fund

Conventional and General Terms and Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
Air Act	Air (Prevention and Control of Pollution) Act, 1981
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
B.Com	Bachelor of Commerce
Banking Regulation Act	Banking Regulation Act, 1949
Bn	Billion
NSE	National Stock Exchange of India Limited
CAGR	Compounded Annual Growth Rate
Category-I Foreign Portfolio Investor(s)	FPIs registered as Category-I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category-II Foreign Portfolio Investor(s)	An FPI registered as Category-II Foreign Portfolio Investor under the SEBI FPI Regulations
Category-III Foreign Portfolio Investor(s)	FPIs registered as Category-III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under Category-I and II Foreign Portfolio Investors, such as Endowments, Charitable Societies, Charitable Trusts, Foundations, Corporate Bodies, Trusts, Individuals and Family Offices
CBEC	Central Board of Excise and Customs
CDSL	Central Depository Services (India) Limited
Central Sales Tax Act	Central Sales Tax Act, 1956
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the Rules, Regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the Rules, Regulations, Clarifications, and Modifications thereunder
Consolidated FDI Policy	The Current Consolidated FDI Policy, effective from June 7, 2016, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time-to-time
Copyright Act	The Copyright Act, 1957
CSR	Corporate Social Responsibility
Depositories Act	Depositories Act, 1996
Depository	A Depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP	Depository Participant

Term	Description
DP ID	Depository Participant's Identity Number
DTC	Direct Tax Code
ECS	Electronic Clearing System
EGM	Extra-ordinary General Meeting
Environment Protection Act	Environment Protection Act, 1986
EPF Act	Employees Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESI Act	Employees State Insurance Act, 1948
F&NG	Father and Natural Guardian
F&O	Futures and Options
FCNR Account	Foreign Currency Non-Resident (Bank) Account established in accordance with the FEMA
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with Rules and Regulations thereunder
FEMA 20	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
FMC	Forward Market Commission
Foreign Portfolio Investor or FPIs	A Foreign Portfolio Investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable Laws in India.
FTA	The Foreign Trade (Development and Regulation) Act, 1992
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GoI/Government	Government of India
Hazardous Wastes Rules	Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
HUF(s)	Hindu Undivided Family(ies)
I.T. Act	Income Tax Act, 1961, as amended from time-to-time
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
Income Tax Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or `or ₹	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
ISIN	International Securities Identification Number
ISO	International Standards Organization
KMP	Key Managerial Personnel
LIBOR	London Inter-Bank offered rate
Ltd.	Limited
MAPIN	Market Participants and Investors' Integrated Database
Maternity Benefit Act	Maternity Benefit Act, 1961
MCA	The Ministry of Corporate Affairs, GoI
MCI	Ministry of Commerce and Industry, GoI
Minimum Wages Act	Minimum Wages Act, 1948
Mn	Million
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual Funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996

Term	Description
NA	Not Applicable
NAV	Net Asset Value
NIFTY	National Stock Exchange Sensitive Index
NLEM 2011	National List of Essential Medicines – 2011
No.	Number
Non-Resident	A Person resident outside India, as defined under FEMA Regulations
Non-Resident Indian/ NRI	A Person resident outside India, who is a citizen of India, or a Person of Indian Origin as defined under FEMA Regulations, as amended
Notified Sections	The Sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR/ Non-Resident	A Person resident outside India, as defined under the FEMA and includes a Non-Resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
NWR	Negotiable Warehouse Receipt
OCB	Overseas Corporate Bodies
Overseas Corporate Body / OCB	A Company, Partnership Firm, Society, or other Corporate Body owned directly or indirectly to the extent of at least 60% by NRIs, including Overseas Trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to Invest in this Issue.
p.a.	Per Annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
Patents Act	Patents Act, 1970
Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
PCA Act	Prevention of Cruelty to Animals Act, 1960
PIL	Public Interest Litigation
PPP	Public Private Partnership
Pvt/(P)	Private
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
RBI	The Reserve Bank of India
RoC or Registrar of Companies	Registrar of Companies, Telangana
ROE	Return on Equity
RONW	Return on Networth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time-to-time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time-to-time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including instructions and clarifications issued by SEBI from time-to-time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time-to-time
SEBI (Venture Capital) Regulations	Securities and Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time-to-time.
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000

Term	Description
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time-to-time.
Sec.	Section
SENSEX	Bombay Stock Exchange Sensitive Index
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME	Small and Medium Enterprise
SSI	Small Scale Industry
STT	Securities Transaction Tax
Trademarks Act	The Trademarks Act, 1999
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US\$ or USD or US Dollar	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America
VCF	Venture Capital Funds
VCFs	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
Wages Act	Payment of Wages Act, 1936
Workmen's Compensation Act	Workmen's Compensation Act, 1923

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

Certain Conventions

In this Draft Prospectus, the terms “we”, “us”, “our”, the “Company”, “Our Company”, “Spectrogen Pharmachem Limited” and “SPL”, unless the context otherwise indicates or implies, refers to Spectrogen Pharmachem Limited. All references in this Draft Prospectus to “India” are to the Republic of India.

Financial Data

Unless stated otherwise, the Financial Data in this Draft Prospectus is derived from our Audited Financial Statements for the nine months period ended December 31, 2023 and for Financial Years ended March 31, 2023, 2022 and 2021 prepared in accordance with the Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations which are included in this Draft Prospectus, and set out in “Financial Statements” on Page 110. Our Company's Financial Year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular Financial Year are to the 12-month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the “IFRS”) and the Generally Accepted Accounting Principles in the United States of America (the “U.S. GAAP”). Accordingly, the degree to which the Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act, 2013 and the SEBI (ICDR) Regulations on the Financial Disclosures presented in this Draft Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the Financial Data included in this Draft Prospectus, nor do we provide a reconciliation of our Financial Statements to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our Financial Data.

Certain figures contained in this Draft Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points, except for figures in percentage. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party Industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Currency and units of presentation

In this Draft Prospectus, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘₹’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; (b) ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America. All references to the word ‘Lakh’ or ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakhs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, and “Management's Discussion and Analysis of Financial Conditions and Results of Operation” and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated based on our Restated Financial Statement.

Industry and Market Data

Unless stated otherwise, Industry and Market Data used throughout this Draft Prospectus has been obtained or derived from Internal Company Reports and Industry and Government Publications, publicly available information and sources. Industry Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their Liability cannot be assured. Although, Our Company believes that Industry Data used in this Draft Prospectus is reliable, it has not been independently verified. Further, the extent to which the Industry and Market Data presented in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the Industry in which we conduct our business, and methodologies and assumptions may vary widely among different Industry sources.

FORWARD-LOOKING STATEMENTS

All statements contained in this Draft Prospectus that are not statements of historical facts constitute 'Forward-Looking Statements'. All statements regarding our expected financial condition and Results of Operations, Business, Objectives, Strategies, Plans, Goals, and Prospects are Forward-Looking Statements. These Forward-Looking Statements include statements as to our Business Strategy, our Revenue and Profitability, planned projects and other matters discussed in this Draft Prospectus regarding matters that are not historical facts. These Forward-Looking Statements and any other projections contained in this Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance or achievements expressed or implied by such Forward-Looking Statements or other projections.

These Forward-Looking Statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General Economic and Business conditions in the markets in which we operate and in the local, regional, and National and International Economies;
- Competition from existing and new entities may adversely affect our Revenues and Profitability;
- Our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- Our ability to respond to Technological changes;
- Our ability to attract and retain Qualified Personnel;
- The effect of Wage pressures, hiring patterns and the time required to train and productively utilize new employees;
- General, Social and Political conditions in India which have an impact on our Business Activities or Investments;
- Potential Mergers, Acquisitions, Restructurings and increased competition;
- Occurrences of Natural Disasters or Calamities affecting the areas in which we have operations;
- Market Fluctuations and Industry dynamics beyond our control;
- Changes in the competition landscape;
- Our ability to finance our business growth and obtain financing on favourable terms;
- Our ability to manage our growth effectively;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in Laws and Regulations Relating to the Industry in which we operate changes in Government Policies and Regulatory Actions that apply to or affect our business;
- Developments affecting the Indian Economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our Debt Financing Arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer "Risk Factors", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on Pages 16, 74 and 128 respectively.

Forward-Looking Statements reflects views as of the date of this Draft Prospectus and not a guarantee of future performance. 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. Neither Our Company / our Directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, Our Company and the Lead Manager will ensure that Investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange.

SECTION II - SUMMARY OF THE OFFER DOCUMENT

A. Summary of Business & Industry:

Summary of Business:

Our Company is engaged in the marketing of Ethical and Generic Pharma Products in the Domestic Market. Our Company offer range of Pharmaceutical Products manufactured by Third Party Manufacturers. Our Company operates in the States of Andhra Pradesh, Telangana, Karnataka and Uttar Pradesh. Our Company has presence in these States through Trade Mark registered Products and/or Products under registration. Our Product Portfolio comprises of wide range of drugs like Anti-Bacterial, Anti-Fungal, Anti-Diabetic, Multi-vitamin, and Nutraceutical. Our Company has 5 (five) Registered Trademarks for 5 (five) products viz. Dimofyte, Amichoice, Merotrend, Pitashield and Soluklot. The Products of the Company are sold to C&F Agencies, Distributors Network and Multi-Speciality Hospitals. Our Business operations are supported by one of our Group Company and various Third-Party Manufacturers. We typically work on Third-Party Manufacturing Basis or at times, on Purchase Order Basis with the Manufacturers of Pharma Products, depending upon the Customers' requirement.

Presently Our Company has Contract Manufacturing Agreement with 2 (two) Pharmaceutical Companies viz. M/s Vilin Bio Med Limited and M/s Concord Drugs Limited. Our Company has maintained relationship with the regular Suppliers having FDA and WHO approved plant to supply Pharma Formulations. These Units manufacture IV, Tablets, Capsules, Dry Powder, Dry Injections Powder, Liquids, Injections & Dry Injections.

We entered into Business Transfer Agreement dated July 15, 2023 with M/s Ramya Sai Analytical Services that has been in the field of Analytical Testing of Pharmaceuticals, Chemicals, Water, Food and others, located at TS Agro Industrial Development Corporation Limited, HMT Township, Chintal, Hyderabad – 54. The Purchase include the entire Facility including the Equipment, Materials, Spares, and other Inventories including all the Licenses, Permits, Approvals, Registrations, Accreditations, and the existing Manpower. The Consideration for the aforementioned Purchase is ₹2,30,00,000/- (Rupees Two Crores Thirty Lakhs Only).

Our Present Business is structured in two divisions / verticals as Profit Centres as follows:

- **Ethical Pharma Products**
 - In the form of Injections (Liquid, Powder, Lyophilized, Small Volume, Large Volume in Vials & Ampoules etc.) some Capsules & Tablets.
 - Manufacturing under Contract Manufacturing Facility and Vendors
 - Own Sales and Distribution Networks
- **Testing Laboratory**
 - Analytical and Microbiological Testing Services in the field of Pharmaceuticals, Chemicals, Water, Food and others

Summary of Industry:

Indian Pharmaceutical Industry

Source: <https://www.ibef.org/Industry/pharmaceutical-india>

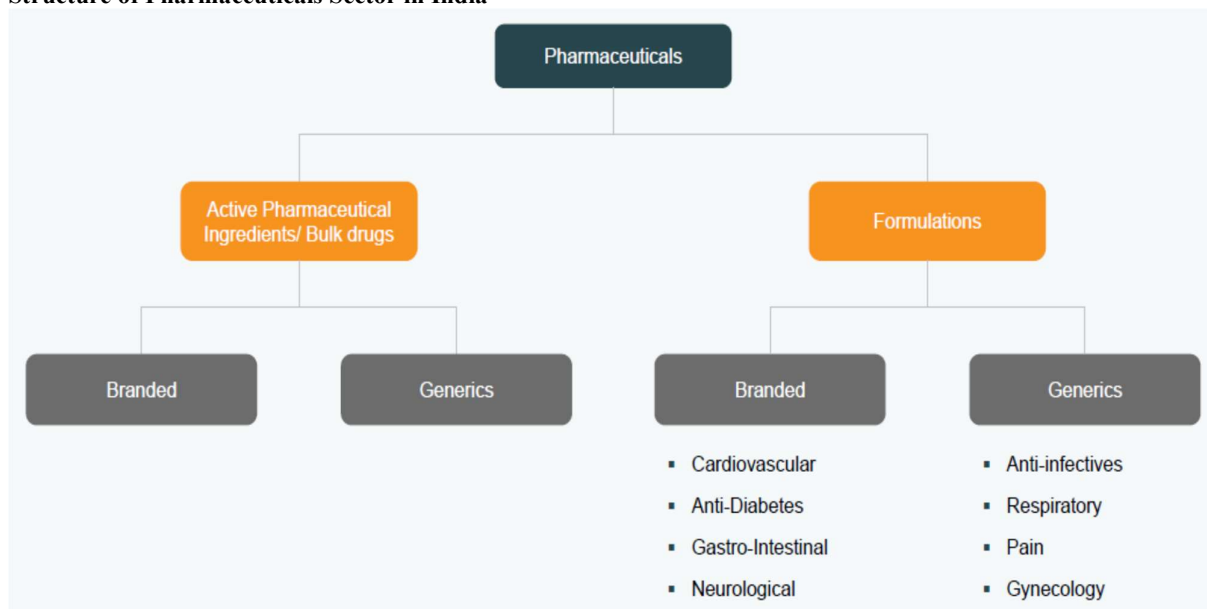
INTRODUCTION

India is the largest provider of Generic Drugs globally and is known for its affordable Vaccines and Generic Medications. The Indian Pharmaceutical Industry is currently ranked third in Pharmaceutical Production by volume after evolving over time into a thriving Industry growing at a CAGR of 9.43% since the past nine-years. Generic Drugs, Over-The-Counter Medications, Bulk Drugs, Vaccines, Contract Research & Manufacturing, Biosimilars, and Biologics are some of the major segments of the Indian Pharma Industry. India has the greatest number of Pharmaceutical Manufacturing Facilities that are in compliance with the US Food and Drug Administration (USFDA) and has 500 API Producers that make for around 8% of the Worldwide API market.

Indian Pharmaceutical Sector supplies over 50% of global demand for various Vaccines, 40% of Generic demand in the US and 25% of all medicines in the UK. The Domestic Pharmaceutical Industry includes a network of 3,000 Drug Companies and ~10,500 Manufacturing Units. India enjoys an important position in the Global Pharmaceuticals Sector. The Country also has a large pool of Scientists and Engineers with a potential to steer the Industry ahead to greater heights. Presently, over 80% of the Anti-Retroviral Drugs used globally to combat AIDS (Acquired Immune Deficiency Syndrome)

are supplied by Indian Pharmaceutical Firms. India is rightfully known as the "Pharmacy of the World" due to the low cost and high quality of its medicines.

Structure of Pharmaceuticals Sector in India



Important segments in Indian Pharmaceutical Sector

Source: IBEF, Pharmaceuticals, November 2022

B. Promoters:

Mr. Venkata Rao Sadhanala, Mr. Viswa Prasad Sadhanala, Mr. Devireddy Srinivasa Reddy and Mr. Veera Reddy Vallapureddy

C. Issue Size:

This is Fresh Issue of Equity Shares. Public Issue of 40,00,000 Equity Shares of Face Value of ₹10/- each of Our Company for Cash at Price of ₹30/- Per Equity Share (including Share Premium of ₹20/- Per Equity Share) aggregating to ₹1,200 Lakhs by Our Company.

D. Objects of the Issue:

Sl No	Particulars	Amount proposed to be utilised from the Issue Proceeds (₹ in Lakhs)
1	Augmenting Additional Working Capital Requirements	850.00
2	General Corporate Purposes	250.00
3	Issue Related Expenses	100.00
	Total	1,200.00

E. Pre-Issue Shareholding of Promoters and Promoter Group:

S No	Particulars	Pre-Issue	
		Number of Shares	% Holding
a)	Promoters		
	Venkata Rao Sadhanala	43,84,300	45.58%
	Viswa Prasad Sadhanala	20,23,000	21.03%
	Devireddy Srinivasa Reddy	18,61,160	19.35%
	Veera Reddy Vallapureddy	2,21,000	2.30%
	Sub-Total	84,89,460	88.25%
b)	Promoter Group	--	--
	Padmaja Kalyani Sadhanala	17,000	0.18%
	Maharani Sadhanala	17,000	0.18%

	Devireddy Manasa Reddy	8,500	0.09%
	Sub-Total	42,500	0.44%
	Total	85,31,960	88.69%

F. Summary of Standalone Restated Financial Information:

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Share Capital	395.88	28.30	10.00	10.00
Networth	485.41	48.56	12.33	9.44
Revenue	1,391.52	820.94	1,238.78	-
Profit After Tax (PAT)	125.85	17.93	2.89	(0.19)
Basic Earnings Per Equity Share (In ₹)	6.62	12.63	2.89	(0.27)
Diluted Earnings Per Equity Share (In ₹)	6.62	12.66	2.89	(0.27)
Net Asset Value/Book Value per Equity Share (In ₹)	14.61	17.16	12.33	9.43
Total Borrowings	159.61	163.94	111.93	-

Our Annual Reports and Financial Statements are also available on our website at: www.spectrogen.co.in.

G. Auditor Qualifications which have not been given effect to in the Restated Financial Information:

There are no Auditor Qualifications which would require adjustments in the Restated Financial Information and for which no such effect has been given.

H. Summary of Outstanding Litigations:

There are no outstanding Litigation Proceedings involving Our Company, our Promoter, Directors, and Group Companies as on the date of this Draft Prospectus.

For further details regarding the same, please refer to the Chapter titled "Outstanding Litigations and Material Developments" beginning on Page 136 of the Draft Prospectus.

I. Risk Factors:

Please see "Risk Factors" beginning on Page 16.

J. Summary of Contingent Liabilities of Our Company:

We do not have any Contingent Liabilities as on December 31, 2023.

K. Summary of Related Party Transactions:

The following are the Related Party Transactions during the periods covered under Audit:

(₹ in Lakhs)

Particulars	Type of Transaction	31.12.2023
Vilin Bio Med Limited	Sale Transactions	633.88
Vilin Bio Med Limited	Purchase Transactions	193.38
Sunaxa Pharma LLP	Sale Transactions	486.96
Blue Nile Capital Advisory Limited	Advance Received	5.00
Venkata Rao Sadhanala	Advance Received	5.00
Devireddy Srinivasa Reddy	Advance Received	5.00

L. Financing Arrangements:

There are no Financing Arrangements wherein the Promoters, Promoter Group, the Directors of Our Company, and their Relatives, have financed the purchase by any other person of Securities of Our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of the Draft Prospectus.

M. Weighted Average Price of the Equity Shares acquired by the Promoter in the last one year preceding the date of this Draft Prospectus:

Other than as mentioned below, the Promoters have acquired Equity Shares in the last one year preceding the date of this Draft Prospectus:

Name of the Promoter	Number of Shares	Average Cost of Acquisition (In ₹)
Venkata Rao Sadhanala	42,67,900	7.99
Viswa Prasad Sadhanala	19,33,000	6.21
Devireddy Srinivasa Reddy	18,19,560	7.58
Veera Reddy Vallapureddy	2,11,000	14.22

For further details please refer to chapter titled "Capital Structure" on Page 41.

N. Average Cost of Acquisition of Shares for Promoters:

Name of the Promoter	Number of Shares	Average Cost of Acquisition (In ₹)
Venkata Rao Sadhanala	43,84,300	8.04
Viswa Prasad Sadhanala	20,23,000	6.38
Devireddy Srinivasa Reddy	18,61,160	7.64
Veera Reddy Vallapureddy	2,21,000	14.03

O. Pre-IPO Placement:

The Company does not intend to undertake Pre-IPO Placement in the Issue.

P. Issue of Equity Shares made in last one year for consideration other than Cash

Other than the Bonus issue of Equity Shares, Our Company has not issued any Equity Shares for consideration other than Cash in the one year preceding the date of this Draft Prospectus:

Date of Allotment	Number of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature / Reason of Allotment	Nature of Consideration
19-10-2023	26,39,200	10	Nil	Bonus Issue in the ratio of 2:1	Nil
07-02-2024	39,61,160	10	Nil	Bonus Issue in the ratio of 7:10	Nil

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

There was no split / consolidation of the Equity Shares of Our Company since incorporation.

SECTION III - RISK FACTORS

An Investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in this Draft Prospectus, including the risks and uncertainties summarised below, before making an Investment in our Equity Shares. The risks described below are relevant to, the industries Our Company is engaged in, Our Company and our Equity Shares. To obtain a complete understanding of Our Company, you should read this section in conjunction with 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on Pages 76 and 128/126 respectively, of this Draft Prospectus as well as the other Financial and Statistical information contained in this Draft Prospectus. Prior to making an Investment decision, Prospective Investors should carefully consider all of the information contained in 'Financial Statements' on Page.110 of this Draft Prospectus. Unless stated otherwise, the Financial Data in this section is as per our Financial Statements prepared in accordance with Indian GAAP, as restated.

If any one or more of the following risks as well as other risks and uncertainties discussed in this Draft Prospectus were to occur, our Business, Financial condition and Results of our Operation could suffer material adverse effects and could cause the Trading Price of our Equity Shares and the value of Investment in the Equity Shares to materially decline which could result in the loss of all or part of your Investment.

This Draft Prospectus also contains Forward-Looking Statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these Forward-Looking Statements as a result of many factors, including the considerations described below and elsewhere in this Draft Prospectus.

These risks are not the only ones that Our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant Risk Factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

Materiality

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

- 1. Some events may not be material individually but may be material when considered collectively.*
- 2. Some events may have an impact which is qualitative though not quantitative.*
- 3. Some events may not be material at present but may have a material impact in the future.*

INTERNAL RISKS

- 1. *We generally do business with our customers on purchase order basis and do not enter into long term contracts with most of them.***

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of Our Company. The loss of or interruption of work by a significant customer or several significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on Our Revenues, Cash Flows and Operations

- 2. *We have historically derived, and may continue to derive, a significant portion of our Income from our Top 10 Customers***

Our Top 10 customers represented 71.34%, 54.41% and 35.18% respectively, of our Revenue from Operation for nine months period ended December 31, 2023, Fiscal 2023 and Fiscal 2022, respectively. We have not entered into long terms agreements with our customers and the success of our business is accordingly significantly dependent on us maintaining good Relationships with our customer. The actual sales by Our Company may differ from the estimates of our Management due to the absence of long-term agreements. The loss of one or more of these significant or key customers or a reduction in the amount of business we obtain from them could have an adverse effect on our Business, Results of Operations, Financial condition and Cash Flows. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future.

3. ***Our Company is reliant on the demand from the Pharmaceutical Industry for a significant portion of our revenue. Any downturn in the Pharmaceutical Industry or an inability to increase or effectively manage our sales could have an adverse impact on Our Company's business and Results of Operations.***

Our Company is engaged in the business of pharmaceutical products and therefore, our revenues are highly dependent on our customers from the Pharmaceutical Industry and the loss of any of our customers from any Industry which we cater to may adversely affect our sales and consequently on our business and Results of Operations. Further, in the event, there takes place a shift of practice of developing our products in-house in the Pharmaceutical Industries; it may have an adverse impact on the demand for our products. Similarly, in the event of any new breakthrough in the development of a novel product or raw material by our competitors or customers, our products may become obsolete or be substituted by such alternatives; thereby impacting our revenues and profitability adversely. It may also happen that our competitors are able to improve the efficiency of their manufacturing process or their distribution or raw materials sourcing process and thereby offer their similar or high-quality products at lower price. Our Company may be unable to adequately react to such developments which may affect our revenues and profitability.

4. ***Any adverse change in Regulations governing our products and the products of our customers, may adversely impact our business prospects and Results of Operations.***

Regulatory requirements with respect to our products and the products of our customers are subject to change. An adverse change in the Regulations governing the development of our products and their usage by our customers, including the development of licensing requirements and technical standards and specifications or the imposition of onerous requirements, may have an adverse impact on our operations. Our Company may be required to alter our manufacturing and/or distribution process and target markets and incur capital expenditure to achieve compliance with such new Regulatory requirements applicable to us and our customer.

We cannot assure you that we will be able to comply with the Regulatory requirements. If we fail to comply with new statutory or Regulatory requirements, there could be a delay in the submission or grant of approval for manufacturing and marketing new products or we may be required to withdraw existing products from the market. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant Regulatory body may suspend, curtail or revoke our ability to market such products and/or we may be deemed to be in breach of our arrangements with our customer. Consequently, there is an inherent risk that we may inadvertently fail to comply with such Regulations, which could lead to forced 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, which may adversely impact our business, Results of Operations and financial condition.

5. ***Any delays and/or defaults in customer payments could result in increase of Working Capital Investment and/or reduction of Our Company's profits, thereby affecting our operation and financial condition.***

We are exposed to payment delays and/or defaults by our customers. Our Debtors Payment Cycle has been very long in the past. Our financial position and financial performance are dependent on the creditworthiness of our customer. As per our business network model, we supply our products directly to our customers without taking any advance payment or Security Deposit against the Orders placed by them. Such delays in payments may require Our Company to make a Working Capital Investment. We cannot assure you that payments from all or any of our customers will be received in a timely manner or to that extent will be received at all. If a customer defaults in making its payments on an Order on which Our Company has devoted significant resources, or if an Order in which Our Company has Invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on Our Company's Results of Operations and financial condition.

There is no guarantee on the timeliness of all or any part of our customers' payments and whether they will be able to fulfill their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating Cash Flows may be adversely affected.

6. ***Our Company requires significant amount of Working Capital for a continuing growth. Our inability to meet our Working Capital requirements may adversely affect our Results of Operations.***

Our business requires a significant amount of Working Capital. As per our settled business terms, we require our customers to pay the full amount of the consideration only after they receive the Order, as a result, significant amounts of our Working Capital are often required to finance the purchase of raw material and execution of manufacturing processes before payment is received from our customer. Further, we are also required to meet the increasing demand and for achieving the same, adequate stocks have to be maintained which requires sufficient Working Capital. In the event, we are unable to source the required amount of Working Capital for addressing such increased demand of our products, we might not be able to efficiently satisfy the demand of our customer. Even if we are able to source the required amount of funds, we cannot assure

you that such funds would be sufficient to meet our cost estimates and that any increase in the expenses will not affect the price of our products.

Any delay in processing our payments by our customers may increase our Working Capital requirement. Further, if a customer defaults in making payments for a product on which we have devoted significant resources, it could affect our profitability and liquidity and decrease the Capital Reserves that are otherwise available for other uses. We may file a claim for compensation of the loss that we incurred pursuant to such defaults but settlement of disputes generally takes time and financial and other resources, and the outcome is often uncertain. In general, we take provisions for bad debts, including those arising from such defaults based primarily on ageing and other factors such as special circumstances Relating to special customer There can be no assurance that such payments will be remitted by our clients to us on a timely basis or that we will be able to effectively manage the level of Bad Debt arising from defaults. We may also have large Cash outflows, including among others, losses resulting from Environmental Liabilities, Litigation costs, adverse political conditions, foreign exchange risks and Liability claims.

All of these factors may result, in increase in the amount of Receivables and Short-Term Borrowings. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and Cash Flows and we may be subject to additional covenants, which could limit our ability to access Cash Flows from operations. Any issuance of Equity, on the other hand, could result in a dilution of your Shareholding. Accordingly, continued increases in our Working Capital requirements may have an adverse effect on our financial condition and Results of Operations.

7. *We rely on third parties for manufacturing of products for Our Company*

Our Company is engaged in the Pharmaceutical Business and selling its products in the State of Andhra Pradesh, Telangana, Karnataka and Uttar Pradesh. Our Company gets the products manufactured from one of our Group Company namely Vilin Bio Med Limited ("Vilin") and other Third-Party Manufacturers. We rely on third party for manufacturing of our products. We typically work on Third-Party Manufacturing Basis or at times, on Purchase Order Basis with the manufacturers of Pharma Products, depending upon customers' requirement. Any decline in the quality of medicines manufactured or delay in delivery of products by such parties or rise in job work charges may adversely affect our operations. Further there can be no assurance that such parties shall continuously provide their services or would not cater to demand of competitors. Any withdrawal of services from such manufacturers or supply of services to competitors at better rates may adversely affect our Result of Operations and future prospects. Further we are also exposed indirectly to the risks these manufacturers face.

8. *Our Business Activities are exposed to fluctuations in the Prices of Raw Materials.*

We are exposed to fluctuations in the prices of these Raw Materials as well as its unavailability, particularly as we typically do not enter into any long-term supply agreements with our suppliers for Raw Materials. Our Top Ten Suppliers contribute 69.91%, 45.83%, and 97.86% of our Total Purchases for the for Financial Years ended on March 31, 20223; March 31, 2023; and nine months period ended December 31, 2023 respectively.

Our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the raw materials for products we get manufactured. We also face the risks associated with compensating for or passing on such increase in our cost of trades on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of traded goods may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition, and results of operations. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our production/trade cycles and delivery schedules, which may result in the loss of our customers and revenues.

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

Our Company has entered into Lease Agreement for the Registered Office of the Company, situated at Sy. No. 115, First Floor, Hanumanji Colony, Brig Sayeed Road, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad – 500009 Telangana, for a period of 5 (five) years. However, the Agreement has been under-stamped and not registered with the concerned Authorities and accordingly may have serious legal and practical consequences, including the lack of legal validity, loss of rights and benefits, imposition of penalty, uncertainty and dispute and may affect the business operations of the Company.

10. We have not executed any agreement with any of our Super-Stockists and Stockists

We are getting majority of our orders through Super-Stockists and Stockists. We have neither any written agreement nor any commitment with any of them. In absence of any type of the commitment with them, we are not sure that they will continue to work with us as Super-Stockists and Stockists at commercially acceptable rates. If, any of the Super-Stockists or Stockists refuses to work for us, our supply will be temporarily affected which will adversely affect our Cost, Profitability and Liquidity.

11. In addition to normal remuneration, other benefits, and reimbursement of expenses to our Promoters and Directors; they are interested to the extent of their shareholding and dividend entitlement thereon in Our Company and for the transactions entered into between Our Company and themselves as well as between Our Company and our Group Companies/Entities.

Our Promoters/Directors are interested in Our Company to the extent of their Shareholding and Dividend entitlement thereon in Our Company, in addition to normal remuneration or benefits and Reimbursement of expenses. Our Promoters and Directors are interested in the transactions entered into between Our Company and themselves as well as between Our Company and our Group Company/Entity which may be or may not be at Arms' Length Price and in ordinary course of Business. If the transactions are not executed on Arms' Length Price and in ordinary course of Business, our Financial Position may get affected to that extent. For details of transactions already executed by Our Company with our Promoters, Directors and Group Companies/Entities during last three years, please refer to the "Annexure – IX: Statement of Related Parties and Details of Related Party", in the "Restated Financial Statements" on Page 110 of this Draft Prospectus.

12. The Average Cost of Acquisition of Equity Shares by our Promoters is lower than the Issue Price.

Our Promoters' Average Cost of Acquisition of Equity Shares in Our Company is lower than the Issue Price of Equity Shares as given below:

S No	Name of Promoter	Number of Equity Shares held	Average Cost of Acquisition Per Equity Share (in ₹) *
1	Venkata Rao Sadhanala	43,84,300	8.04
2	Viswa Prasad Sadhanala	20,23,000	6.38
3	Devireddy Srinivasa Reddy	18,61,160	7.64
4	Veera Reddy Vallapureddy	2,21,000	14.03

**The Average Cost of acquisition of Equity Shares by our Promoters has been calculated by considering the amount paid by them to acquire the Shares as reduced by the amount received on sale of Shares i.e., Net of Sale Consideration is divided by Net Quantity of Shares acquired.*

13. Our Business largely depends on the performance of our Distributors. Any non-performance by these Distributors may adversely affect our Business Operations, Profitability and Cash Flows

We mainly sell our products directly to Distributors / Stockiest / Super-Stockiest who in turn take forward the supply chain. Our business hence largely depends on the performance of our distributors, who may be responsible for selling our products to end users at domestic. Currently, we have Distributors / Stockiest / Super-Stockiest for our Domestic markets. We can give no assurance that the performance of such distributors will meet our required specifications or performance parameters. Such distributors are independent third parties over which we do not have control. Additionally, we do not have any non-compete agreement with such distributors and in the event that such distributors enter into agreements with competitors, we may not be able to take any course of action. As a result, our growth, results of operations and the integrity of our brand name is dependent on the performance of these distributors. Moreover, there can be no assurance that our distributors will be able to generate adequate revenue consistently, and we may be exposed to credit risks associated with non-payment or untimely payments from our distributors.

14. *Our Company is dependent on third party transportation for the delivery of products and any disruption in their operations or a decrease in the quality of their services could affect Our Company's reputation and Results of Operations.*

Our Company uses third party transportation for delivery of our products. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. Further, such goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations. Further, disruptions of transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair ability to deliver goods on time. Any such disruptions could materially and adversely affect our business, financial condition, and results of operations.

15. *Our inability to manage inventory in an effective manner could affect our business.*

Our Business Model requires us to maintain a certain level of Inventory of Pharmaceutical Products, to meet the present and future orders. If we underestimate the Orders that we may receive, we may experience Inventory shortages and a loss of opportunity. Similarly, an over-estimation of Orders may result in over stocking leading to increased holding costs. Additionally, any over-run in holding of such goods may lead to their decay. Therefore, any mismanagement on our part to determine the optimum Inventory levels may impact our operations and cause us to incur losses.

16. *If Our Company is unable to protect its Intellectual Property, or if Our Company infringes on the Intellectual Property rights of others, our business may be adversely affected.*

Our Company is currently using the logo which is not yet registered in the name of Our Company neither we have made any Application for the registration of the Trademark with the respective Authorities. If we are unable to get the same registered with the Trademark Authorities then, Our Company may not be able to successfully enforce or protect our Intellectual Property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered Trademarks in future could have a material adverse effect on our business and goodwill, which in turn could adversely affect our Results of Operations.

Our current domain name www.spectrogen.co.in is owned by Our Company under the provisions of the Trademarks Act, 1999. There can be no assurance that third parties will not infringe upon our Intellectual Property, causing damage to our business prospects, reputation and goodwill. Our efforts to protect our Intellectual Property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. We may need to litigate in Order to determine the validity of such claims and the scope of the proprietary rights of Others Any such Litigation could be time consuming and costly and the outcome cannot be guaranteed. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect its Intellectual Property, which could adversely affect our business, Results of Operations and financial condition. For further details, please refer to the chapters titled "Our Business" on Page 76 of this Draft Prospectus.

17. *We operate in a competitive business environment and our inability to compete effectively may adversely affect Our Business, Results of Operations, Financial Condition and Cash Flows.*

The Pharmaceutical Industry in India is competitive with both organized and unorganized markets. We may be unable to compete with the prices and products offered by our competitors. We may have to compete with new players in India and abroad who enter the market and are able to offer competing products. Our competitors may have access to greater Financial, Manufacturing, Research and Development, Marketing, Distribution and other resources and more experience in obtaining the relevant Regulatory approvals. Increasing competition may result in pricing pressures and decreasing profit margins or loss of market Share or failure to improve our market position, any of which could substantially harm our business and Results of Operations. We cannot assure you that we will be able to compete with our existing as well as future competitors as well as the products prices and payment terms offered by them. Our failure to successfully face existing and future competition may have an adverse impact on our business, growth and development.

Further, some of our competitors may be larger than we are or develop alliances to compete against us and may have greater resources, market presence and geographic reach and have products with better brand recognition than ours. Some of our competitors may be able to procure raw materials at lower costs than us, and consequently be able to sell their products at lower prices. As a result, our competitors may be able to withstand Industry downturns better than us or provide customers with products at more competitive prices. Some of our international competitors may be able to capitalize on their overseas

experience to compete in the Indian market. Consequently, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and Results of Operations will not be adversely affected by increased competition. We cannot assure you that we will be able to maintain our existing market Share. Our competitors may significantly increase their marketing expenses to promote their brands and products, which may require us to similarly increase our advertising and marketing expenses and engage in effective pricing strategies, which we may not be able to pass on to our customers which in turn may have an adverse effect on Our Business, Results of Operations and Financial Condition. For further details, please see "Industry Overview" on Page 66 of this Draft Prospectus.

18. *Our Promoters, Directors and Key Managerial Personnel have interests in Our Company other than reimbursement of expenses incurred or normal remuneration or benefits.*

Our Promoters, Directors and Key Managerial Personnel, may be deemed to be interested in Our Company, in addition to the regular remuneration or benefits, reimbursements of expenses, Equity Shares held by them or their Relatives, their Dividend or Bonus entitlement, benefits arising from their Directorship in Our Company. Further, we have taken our Registered Office on rent from Venkata Rao Sadhanala, one of our Promoters, at a monthly rent of ₹20,000 plus GST and Security Deposit of ₹2,00,000. Our Promoters, Director and Key Managerial Personnel may also be interested to the extent of any transaction entered into by Our Company with any other Company or Firm in which they are Directors or partners.

There can be no assurance that our Promoters, Directors, Key Management Personnel will exercise their rights as Shareholders to the benefit and best interest of Our Company. Our Promoters and Members of our Promoter Group will continue to exercise significant control over Our Company, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of Shareholders, and our other Shareholders may be unable to affect the outcome of such Voting. Our Directors and our Key Management Personnel may take or block actions with respect to our business, which may conflict with the best interests of Our Company or that of Minority Shareholders

19. *Our Promoters and Members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a Shareholder.*

Upon completion of this Issue, our Promoters and Members of our Promoter Group will collectively hold 62.64% of the Equity Share Capital of Our Company. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring Shareholders' approval. Accordingly, our Promoters will continue to retain significant control, including being able to control the composition of our Board of Directors, determine decisions requiring simple or special majority voting of Shareholders, undertaking sale of all or substantially all of our assets, timing and distribution of Dividends and termination of appointment of our Officers, and our other Shareholders may be unable to affect the outcome of such voting. There can be no assurance that our Promoters will exercise their rights as Shareholders to the benefit and best interests of Our Company. Further, such control could delay, defer or prevent a change in control of Our Company, impede a merger, consolidation, takeover or other business combination involving Our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of Our Company even if it is in Our Company's best interest. The interests of our Promoters could conflict with the interests of our other Equity Shareholders, and our Promoters could make decisions that materially and adversely affect your Investment in the Equity Shares.

20. *We do not own our Registered Office from which we operate.*

We do not own the Premises on which our Registered Office is situated. Our Company has taken the Registered Office on license basis from one of our Promoter, Mr. Venkata Rao Sadhanala at a monthly rent of ₹20,000 Per Month plus GST. If the owner of the Premises revokes this agreement or impose terms and conditions that are unfavourable to us, we may suffer a disruption in our operations or have to pay increased rent, which could have a material adverse effect on our business, prospects, Results of Operations and financial condition. For further details of our office premises please refer to the section titled "Our Business" on Page 76 of this Draft Prospectus.

21. *One of Our Promoters has mortgaged his Personal Properties for our Borrowings to secure our loans.*

Our Business, Financial Condition, Results of Operations, Cash Flows and prospects may be adversely affected by the revocation of all or any of the mortgages, provided by one of our Promoter in connection with Our Company's Borrowings. One of our Promoters, Mr. Devireddy Srinivasa Reddy has mortgaged his personal property for our Borrowings to secure our Loans. If this mortgage is revoked, our lenders may require alternative guarantees or collateral or cancellation of such facilities, entailing repayment of amounts outstanding under such facilities. If we are unable to procure alternative mortgage satisfactory to our lenders, we may need to seek alternative sources of capital, which may not be available to us at

commercially reasonable terms or at all, or to agree to more onerous terms under our financing agreements, which may limit our operational flexibility. Accordingly, Our Business, Financial Condition, Results of Operations, Cash Flows and prospects may be adversely affected by the revocation of the mortgage provided by our Promoter in connection with Our Company's Borrowings.

22. *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*

We have entered into Related Party Transactions with our Promoters, Promoter Group, Group Entities and Directors. For details of these transactions, please refer "*Related Party Transactions*" on page 107.

Although the Related Party Transactions undertaken by the Company are in compliance with applicable provisions of Companies Act, 2013 and all other applicable laws. We cannot assure you that we will be able to maintain the terms of such transactions or if we enter future transactions with Related parties, that the terms of the transactions will be favourable to us. Additionally, while it is our belief that all our Related Party Transactions have been conducted on an arm's-length basis, we cannot provide assurance that we could have achieved more favourable terms had such transactions been entered with third parties. We may also enter Related Party Transactions in the future, which could involve conflicts of interest, although going forward, all Related Party Transactions that we may enter will be subject to Audit Committee or Board or Shareholder approval, as applicable, as under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2018. As such, we can provide no assurance that these transactions will not adversely affect our business, results of operation, Cash Flows and financial condition.

23. *Increased losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on us.*

Our business and the Industry in which we operate are vulnerable to the problem of pilferage by employees, damage, misappropriation of Cash and inventory Management and logistical error. An increase in product losses due to such factors at our place of operation may require us to install additional Security and surveillance equipment and incur additional expenses towards inventory Management and handling. We cannot assure you whether these measures will successfully prevent such losses. Further, there are inherent risks in Cash Management as part of our operations, which include theft and robbery, employee fraud and the risks involved in transferring Cash to Banks. Additionally, in case of losses due to theft, financial misappropriation, fire, breakage or damage caused by other casualties, we cannot assure you that we will be able to recover from our insurers the full amount of any such loss in a timely manner, or at all. In addition, if we file claims under an insurance policy it could lead to increases in the insurance premiums payable by us or the termination of coverage under the relevant policy.

24. *Our Business requires us to obtain and renew certain Registrations, Licenses and permits from Government and Regulatory Authorities and the failure to obtain and renew them in a timely manner may adversely affect our operations.*

Our Business Operations require us to obtain and renew from time-to-time, certain Approvals, Licenses, Registrations and Permits, some of which may expire and for which we may have to make an Application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such Registrations and Licenses or comply with applicable conditions, or any Regulatory Authority claims, we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity. This could materially and adversely affect our business, financial condition, and Results of Operations. We cannot assure you that we will be able to obtain approvals in respect of such Applications or any Application made by us in the future. For more information about the licenses required in our business and the licenses and approvals applied for, please refer "*Government and Other Approvals*" on Page 137 of this Draft Prospectus.

25. *We have referred to the data derived from Internal Company Reports and Industry and Government Publications, publicly available information, and sources.*

Unless stated otherwise, Industry and market data used throughout this Draft Prospectus has been obtained or derived from internal Company reports and Industry and Government publications, publicly available information, and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, Our Company believes that Industry data used in this Draft Prospectus is reliable, it has not been independently verified. Further, the extent to which the Industry and market data presented in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of, the methodologies used in compiling such data. There are no standard data gathering methodologies in the Industry in which we conduct our business, and methodologies and assumptions may vary widely among different Industry sources.

26. *Our success depends largely upon the services of our Promoters, Managing Director and other Key Managerial Personnel and our ability to attract and retain them.*

We are dependent on our Promoters, Managing Director and Key Managerial Personnel for setting our strategic Direction and managing our businesses. Our Promoters have over past few years-built Relations with suppliers and customers and other persons who are connected with us. Accordingly, Our Company's performance is dependent upon the services of our Promoters, our Managing Director, and other Key Managerial Personnel. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the Industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of Our Company.

27. *Our inability to manage growth could disrupt our Business and reduce our Profitability.*

A principal component of our strategy is to continue to grow by expanding the size and geographical scope of our businesses. This growth strategy will place significant demands on our Management, financial and other resources. It will require us to continuously develop and improve our operational, financial, and internal controls. Continuous expansion increases the challenges involved in financial Management, recruitment, training and retaining high quality human resources, preserving our culture, values, and entrepreneurial environment, and developing and improving our internal administrative infrastructure. Any inability on our part to manage such growth could disrupt our business prospects, impact our financial condition, and adversely affect our Results of Operations.

28. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. Further we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our Growth Plans, Operations, and Financial Performance.*

As on date, we have not made any alternate arrangements for meeting our Working Capital requirements for the Objects of the Issue. We meet our capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and Results of Operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" beginning on Page 53 of the Draft Prospectus.

29. *The Objects of the Issue include funding Working Capital requirements of Our Company, which are based on certain assumptions and estimates and such Working Capital requirements may not be indicative of the actual requirements of Our Company. Additionally, our financing requirements and the deployment of the Net Proceeds of the Issue are based on Management estimates and have not been independently appraised.*

Our funding Working Capital requirements, financing requirements and the deployment of the Net Proceeds of the Issue are based on Management estimates and certain assumptions in Relation to inter alia cost and holding periods of inventories of raw materials and finished goods as well as capacity utilisation and have not been appraised by any Bank or Financial Institution. In view of the highly competitive nature of the Industry in which we operate, factors beyond our control including force majeure conditions and availability of funding from Banks or Financial Institutions, we may have to revise our Management estimates from time-to-time and consequently our financing requirements and the expected deployment of the Net Proceeds of the Issue may also change. For further details, please refer to the chapter titled "Objects of the Issue" beginning on Page 53 of this Draft Prospectus.

30. *The business which we undertake may be delayed, modified, cancelled, or not fully paid for by our clients and therefore, could materially affect our business, Results of Operations and Financial Condition.*

encounter problems executing the Orders or executing them on a timely basis. Moreover, factors beyond our control or the control of our clients may postpone an Order or cause its cancellation. Such factors could include delays or failures to obtain necessary permits, right-of-way, other types of difficulties or obstructions. Any delay, failure, or execution difficulty with respect to Orders in our Order Book could materially affect our business, Results of Operations and financial condition.

31. *Our Results of Operations are likely to vary from year to year and be unpredictable, which could cause the Market Price of the Equity Shares to be volatile.*

Our Results of Operations in any given year can be influenced by a number of factors, many of which are outside of our control and may be difficult to predict, including:

- Maintaining high levels of customer satisfaction;
- Costs relating to our operations;
- Adhering to our high quality and process execution standards;
- Pricing Policies introduced by our competitors;
- Timing and nature of, and expenses incurred in, our marketing efforts;
- Recruiting, training, and retaining sufficient skilled Technical and Management Personnel;
- Developing and improving our Internal Administrative Infrastructure, particularly our Financial, Operational, Communications, and other internal systems;

Also, please refer “*Management's Discussion and Analysis of Financial Condition and Results of Operations*” on Page 1268 for details on the factors affecting our Financial Results. All of these factors, in combination or alone could negatively impact our revenues and may cause significant fluctuations in our Results of Operations. This variability and unpredictability could materially and adversely affect our Results of Operations and Financial Condition.

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

In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Draft Prospectus without obtaining the Shareholders' approval through a Special Resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders' approval may adversely affect our business or operations. Further, our Promoters or controlling Shareholders would be required to provide an exit opportunity to the Shareholders who do not agree with our proposal to modify the Objects of the Issue as prescribed in the SEBI (ICDR) Regulations. If our Shareholders exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of Objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of Our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and Results of Operations.

33. *Our funding requirements and deployment of the Issue Proceeds are based on the Management estimates and have not been independently appraised by any Bank or Financial Institution.*

Our funding requirements and the deployment of the Proceeds of the Issue are based on Management Estimates and Our Current Business Plan. The Fund requirements and intended use of proceeds have not been appraised by Bank or Financial Institution and are based on our estimates. In view of the competitive and dynamic nature of our business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our Management. This may entail rescheduling, revising, or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our Board. In addition, schedule of implementation as described herein are based on Management's current expectations and are subject to change due to various factors some of which may not be in our control.

34. *Our Company's Management will have flexibility in utilizing the Net Proceeds. There is no Monitoring Agency appointed by Our Company and the Deployment of Funds is at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.*

The Deployment of the Funds towards the Objects of the Issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. As per SEBI (ICDR) Regulations, 2018, as amended, appointment of Monitoring Agency is required only for Issue Size above ₹10,000.00 Lakhs. Hence, we have not appointed any Monitoring Agency to monitor the utilization of Issue proceeds. However, the Audit Committee of our Board will monitor the Utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, Our Company shall inform about material deviations in the utilization of Issue proceeds to NSE and shall also simultaneously make the material deviations / adverse comments of the Audit Committee public. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

- 35. *We have experienced negative Cash Flows in the past. Any such negative Cash Flows in the future could adversely affect our business, Results of Operations and Prospects.***

The following table sets forth our Cash Flow for the periods indicated:

(₹ in Lakhs)

Particulars	Period ended December 31, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Net Cash from Operating Activities	52.86	(308.61)	(82.13)	(8.10)
Net Cash from Investing Activities	(115.13)	51.58	(30.93)	-
Net Cash from Financing Activities	67.82	257.14	110.37	11.56

Cash Flow of a Company is a key indicator to show the extent of Cash Generated from Operations to meet its Capital expenditure, pay Dividends, repay Loans, and make new Investments without raising Finance from external resources. Such negative Cash Flows lead to a net decrease in Cash and Cash equivalents. Any negative Cash Flow in future could adversely affect our operations and Financial conditions and the Trading Price of our Equity Shares. For further details, please refer "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on Pages 110 and 128, respectively.

- 36. *We have not made any Dividend payments in the past and our ability to pay Dividends in the future will depend upon Future Earnings, Financial Condition, Cash Flows, Working Capital requirements, Capital Expenditures and Restrictive Covenants in our Financing Arrangements.***

In the past, we have not made Dividend payments to the Shareholders of Our Company. The amount of our future Dividend payments, if any, will depend upon various factors including our Future Earnings, Financial Condition, Cash Flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare Dividends. Any future determination as to the Declaration and Payment of Dividends will be at the discretion of our Board of Directors For further details, see "*Dividend Policy*" on Page 108.

- 37. *The requirements of being a Listed Company may strain our resources.***

We have no experience as a Listed Company and have not been subjected to the increased scrutiny of our affairs by Shareholders, Regulators and the public that is associated with being a Listed Company. As a Listed Company, we will incur significant Legal, Accounting, Corporate Governance, and other expenses that we did not incur as an unlisted Company. We will be subject to the SEBI (LODR) Regulations, which require us to file audited / unaudited reports periodically with respect to Our Business and Financial Condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our Results of Operations as timely as other Listed Companies.

As a Listed Company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, for which significant resources and Management overview will be required. As a result, Management's attention may be diverted from other business concerns, which could adversely affect Our Business, Prospects, Financial Condition, and Results of Operations. Further, we may need to hire additional legal and accounting staff with appropriate and relevant experience and technical accounting knowledge and we cannot assure you that we will be able to do so in a timely manner or at all.

EXTERNAL RISKS

- 38. *Any downturn in the macroeconomic environment in India could adversely affect Our Business, Results of Operations, Cash Flows and Financial Condition.***

India is our key market. For Fiscal 2023, entire of Our Company's Revenue from Operations was from India. In addition, an increase in India's Trade deficit, a downgrading in India's sovereign Debt Rating or a decline in India's Foreign Exchange Reserves could increase Interest Rates and adversely affect liquidity, which could adversely affect the Indian economy and our Business, Results of Operations, Cash Flows and financial condition.

39. *Changing Laws, Rules and Regulations and legal uncertainties, including adverse application of Tax Laws, in the jurisdictions in which we operate may adversely affect our Business and Results of Operations.*

Our business is subject to various Laws and Regulations, which are evolving and subject to change. For details, see "Key Industrial Regulations and Policies in India" on Page 83. We are also subject to Corporate Taxation and other Laws in effect in India, which require continued monitoring and compliance. These Laws and Regulations and the way in which they are implemented and enforced may change. There can be no assurance that future Legislative or Regulatory changes will not have any adverse effect on our Business, Results of Operations, Cash Flows and Financial condition.

40. *Natural Disasters, Fires, Epidemics, Pandemics, Acts of war, Terrorist Attacks, Civil Unrest and other events could materially and adversely affect Our Business.*

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India, or globally, which may in turn materially and adversely affect our Business, Financial condition and Results of Operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

41. *Significant differences exist between Ind AS and Indian GAAP and other Accounting Principles, such as IFRS and US GAAP, which may be material to Investors' assessments of our Financial Condition, Result of Operations and Cash Flows.*

Our Financial Statements for period ended December 31, 2023 and for the Fiscals 2023, 2022 and 2021 included in this Draft Prospectus are prepared and presented in conformity with Indian GAAP and restated in accordance with the requirements the SEBI (ICDR) Regulations and the Guidance Note on "Reports in Company Draft Prospectuses (Revised 2016)" issued by the ICAI. Ind AS differs from Indian GAAP and other Accounting Principles with which Prospective Investors may be familiar in other countries, such as IFRS and U.S. GAAP. Accordingly, the degree to which the Financial Statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian Accounting Practices. Persons not familiar with Indian Accounting Practices should limit their reliance on the financial disclosures presented in this Draft Prospectus.

RISKS RELATING TO THE EQUITY SHARES AND THE ISSUE

42. *Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a Liquid Market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.*

There has been no Public Market for our Equity Shares prior to the Issue. The Price may not necessarily be indicative of the Market Price of our Equity Shares after the Issue is completed. You may not be able to re-sell your Equity Shares at or above the Issue Price and may as a result lose all or part of your Investment.

Our Equity Shares are expected to trade on the EMERGE Platform of NSE after the Issue, but there can be no assurance that active trading in our Equity Shares will develop after the Issue, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

The Price at which our Equity Shares will Trade at after the Issue will be determined by the marketplace and may be influenced by many factors, including:

- Our Financial condition, Results of Operations and Cash Flows;
- The history of and prospects for our business;
- An assessment of our Management, our past and present operations, and the prospects for as well as timing of our future Revenues and Cost Structures; and
- The valuation of Publicly Traded Companies that are engaged in business activities similar to ours;
- Quarterly variations in our Results of Operations;
- Results of Operations that vary from the expectations of Securities Analysts and Investors;
- Results of Operations that vary from those of our competitors;
- Changes in expectations as to our future Financial performance, including Financial Estimates by Research Analysts and Investors;
- A change in Research Analysts' recommendations;

- Announcements by us or our competitors of significant Acquisitions, Strategic Alliances, Joint Operations, or Capital Commitments;
- Announcements of significant Claims or Proceedings against us;
- New Laws and Government Regulations that directly or indirectly affect our business;
- Additions or departures of Key Management Personnel;
- Changes in the Interest Rates;
- Fluctuations in Stock Market Prices and Volume; and General Economic Conditions.

The Indian Stock Markets have, from time-to-time, experienced significant Price and Volume fluctuations that have affected Market Prices for the Securities of Indian Companies. As a result, Investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our Financial performance or prospects.

43. *Any future issuance of Equity Shares by us or sales of Equity Shares by the Promoters could adversely affect the Trading Price of our Equity Shares and in the case of the issuance of Equity Shares by us result in the dilution of our then Current Shareholders.*

As disclosed in "Capital Structure" on Page 41, an aggregate of 20% of our fully diluted Post-Issue Capital held by our Promoters shall be considered as Minimum Promoters' Contribution and locked in for a period of three years and the balance Equity Shares held by the Promoters will be locked-in for one year from the date of Allotment. Except for the customary lock-in on our ability to issue Equity or Equity-linked Securities discussed in "Capital Structure" on Page 41, there is no restriction on our ability to issue Equity Shares. As such, there can be no assurance that Our Company will not issue additional Equity Shares after the lock-in period expires or that the Promoters will not Sell, Pledge or Encumber their Equity Shares after the lock-in periods expire. Future issuances of Equity Shares or Convertible Securities and the sale of the underlying Equity Shares could dilute the holdings of our Shareholders and adversely affect the Trading Price of our Equity Shares. Such Securities may also be issued at prices below the then Trading Price of our Equity Shares or the Issue Price. Sales of Equity Shares by the Promoters could also adversely affect the Trading Price of our Equity Shares.

44. *You may be subject to Indian Taxes arising out of Capital Gains on the Sale of our Equity Shares.*

Previously, any gain realized on the sale of listed Equity Shares on or before March 31, 2018 on a Stock Exchange held for more than 12 months was not subject to long term Capital Gains Tax in India if Securities Transaction Tax ("STT") was paid on the sale transaction and additionally, as stipulated by the Finance Act, 2017, STT had been paid at the time of acquisition of such Equity Shares on or after October 1, 2004, except in the case of such acquisitions of Equity Shares which are not subject to STT, as notified by the Central Government under Notification No. 43/2017/F and 370142/09/2017-TPL on June 5, 2017. However, the Finance Act, 2018, now seeks to tax on such long-term Capital Gains exceeding ₹100,000 arising from sale of Equity Shares on or after April 1, 2018, while continuing to exempt the unrealized Capital Gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long-term Capital Gains Tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a Domestic Stock Exchange on which the Equity Shares are sold.

Further, any gain realized on the sale of listed Equity Shares held for a period of 12 months or less will be subject to short-term Capital Gains Tax in India. Capital Gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian Tax Treaties do not limit India's ability to impose tax on Capital Gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

45. *Political, economic, or other factors that are beyond our control may have an adverse effect on our business and Results of Operations.*

The Indian Financial Market and the Indian Economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian Economy. Although economic conditions are different in each country, 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, including the financial crisis and fluctuations in the Stock Markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian Economy. Any financial disruption could have an adverse effect on our Business, Future Financial Performance, Shareholders' Equity, and the Price of our Equity Shares.

Our performance, growth and Market Price of our Equity Shares are and will be dependent on the health of the Indian economy. There have been periods of slowdown in the economic growth of India. Demand for our services may be adversely affected by an economic downturn in domestic, regional, and global economies. India's economic growth is affected by various factors including domestic consumption and Savings, Balance of Trade Movements, namely Export Demand and movements in key imports (oil and oil products), Global Economic uncertainty and Liquidity Crisis, volatility in Exchange Currency Rates, and Annual Rainfall which affects Agricultural Production. Consequently, any future slowdown in the Indian economy could harm our business, Results of Operations, Cash Flows, and Financial Condition. Also, a change in the Government or a change in the Economic and Deregulation Policies could adversely affect Economic Conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

46. *Changing Laws, Rules and Regulations and legal uncertainties in India, including adverse application of Corporate and Tax Laws, may adversely affect our Business and Financial Results.*

Our Business and Financial Performance could be adversely affected by any change in Laws or interpretations of existing Laws, or the promulgation of new Laws, Rules and Regulations applicable to us and our business including those relating to the Industry in which we operate. There can be no assurance that the Government of India or State Governments will not introduce new Laws, Regulations and Policies which will require us to obtain additional approvals and licenses or impose onerous requirements on our business.

For example, the new Companies Act, 2013 contains significant changes to Indian Company Law, including in Relation to the Issue of Capital by Companies, Disclosures in Offer Documents, Related Party Transactions, Corporate Governance, Audit Matters, Internal Controls, Shareholder Class Actions, Restrictions on the number of layers of Subsidiaries, Prohibitions on Loans to Directors, Insider Trading and Restrictions on Directors and Key Management Personnel from engaging in Forward Dealing. Moreover, effective April 1, 2014, Companies exceeding certain Networth, Revenue or Profit thresholds are required to spend at least 2% of Average Net Profits from the immediately preceding three Financial Years on Corporate Social Responsibility Projects, failing which an explanation is required to be provided in such Companies Annual Reports.

The Ministry of Finance has issued a notification dated March 31, 2015 notifying ICDS which creates a new framework for the computation of Taxable Income. Subsequently, the Ministry of Finance, through a Press Release dated July 6, 2016, deferred the applicability of ICDS from April 1, 2015 to April 1, 2016 and is applicable from FY 2017 onwards and will have impact on computation of taxable income for FY 2017 onwards. ICDS deviates in several respects from concepts that are followed under General Accounting Standards, including Indian GAAP and Ind AS. Such specific standards for computation of Income Taxes in India are relatively new, and the impact of the ICDS on our Results of Operations and Financial condition is uncertain. There can be no assurance that the adoption of ICDS will not adversely affect our business, Results of Operations and Financial condition going forward.

The Government of India has recently approved the adoption of a comprehensive National Goods and Services Tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure, with effect from July 1, 2017. Given the limited availability of information in the public domain concerning the GST, we cannot provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain State Governments, which may create uncertainty. Any future increases or amendments may affect the overall tax efficiency of Companies operating in India and may result in significant additional taxes becoming payable. If, because of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

We have not determined the effect of such legislations on our business. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new Laws, Rules and Regulations including Foreign Investment Laws governing our Business, Operations and Group Structure could result in us being deemed to be in contravention of such Laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant Management time and other resources, and any failure to comply may adversely affect our Business, Results of Operations and Prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, Governing Law, Regulation or Policy, including by reason of an absence, or a Limited Body, of Administrative or Judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

47. *Investors may have difficulty enforcing Foreign Judgments against us or our Management.*

We are a Limited Liability Company incorporated under the Laws of India. All our Directors and Executive Officers are residents of India and all our Assets, and such persons are located in India. As a result, it may not be possible for Investors to affect service of process upon us or such persons outside of India, or to enforce judgments obtained against such parties outside of India.

Recognition and enforcement of Foreign Judgments is provided for under Section 13 of the Code of Civil Procedure, 1908 ("CPC") on a statutory basis. Section 13 of the CPC provides that Foreign Judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a Court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international Law or a refusal to recognise the Law of India in cases to which such Law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any Law then in force in India. Under the CPC, a Court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a Court of competent jurisdiction, unless the contrary appears on record.

However, under the CPC, such presumption may be displaced by proving that the Court did not have jurisdiction. India is not a party to any international treaty in Relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior Court, within the meaning of that Section, in any country or territory outside of India which the Central Government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant Court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalty.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state Court in the United States on civil Liability, whether or not predicated solely upon the federal Securities Laws of the United States, would not be enforceable in India. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent Court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil Liability in India.

It is unlikely that a Court in India would award damages on the same basis as a foreign Court if an action were brought in India. Furthermore, it is unlikely that an Indian Court would enforce a foreign judgment if that Court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian Court would enforce foreign judgments that would contravene or violate Indian Law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the FEMA to execute such a judgment or to repatriate any amount recovered.

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

Prior to the Issue, there has been no public market for the Equity Shares, and an Active Trading Market on the EMERGE Platform of NSE may not develop or be sustained after the Issue. Our Company and the Lead Manager will appoint a Market Maker as the Designated Market Maker for the Equity Shares of Our Company. Listing and Quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares may not be indicative of the Market Price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Market Price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of Our Company, market conditions specific to the Industry we operate in, developments Relating to India, volatility in the EMERGE Platform of NSE, Securities Markets in other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, Legal and other Regulatory Factors.

SECTION IV – INTRODUCTION

THE ISSUE

Following table summarises the present Issue in terms of this Draft Prospectus:

Particulars	Details of Equity Shares
Issue of Equity Shares by Our Company [#]	Issue of 40,00,000 Equity Shares having Face Value of ₹10/- each at Price of ₹30/- Per Equity Share (including Share Premium of ₹20/- Per Equity Share) aggregating to ₹1,200 Lakhs
<i>Of which:</i>	
Market Maker Reservation Portion	Issue of 2,00,000 Equity Shares having Face Value of ₹10/- each at Price of ₹30/- Per Equity Share aggregating to ₹60.00 Lakhs
Net Issue to the Public*	Issue of 38,00,000 Equity Shares having Face Value of ₹10/- each at Price of ₹30/- per Equity Share aggregating to ₹1,140.00 Lakhs
	<i>Of which:</i>
	19,00,000 Equity Shares having Face Value of ₹10/- each at Price of ₹30/- Per Equity Share aggregating ₹570.00 Lakhs will be available for allocation to the Retail Individual Investors
	19,00,000 Equity Shares having Face Value of ₹10/- each at Price of ₹30/- Per Equity Share aggregating ₹570.00 Lakhs will be available for allocation to other Investors including Corporate Bodies or Institutions, irrespective of the number of Shares applied for.
Pre-Issue and Post-Issue Share Capital of Our Company	
Equity Shares Outstanding prior to the Issue	96,19,960 Equity Shares
Equity Shares Outstanding after the Issue	1,36,19,960 Equity Shares
Objects of the Issue	Please refer " <i>Objects of the Issue</i> " on Page 53.

[#]Public Issue of 40,00,000 Equity Shares of ₹10/- each for Cash at Price of ₹30/- Per Equity Share of Our Company aggregating to ₹1,200 Lakhs, is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time-to-time. For further details see "*Terms of the Issue*" on Page 154.

The Issue has been authorised by our Board pursuant to Board Resolution dated February 8, 2024 and by our Equity Shareholders pursuant to a Resolution passed at the Extra-ordinary General Meeting held on February 13, 2024.

*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a Fixed Price Offer the allocation in the Net Offer to the Public Category shall be made as follows:

- Minimum Fifty Percent to Retail Individual Investors; and
- Remaining to Other Investors including Corporate Bodies or Institutions, irrespective of the number of Specified Securities applied for;
- The Unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the Applicants in the other category.

If the Retail Individual Investor Category-I entitled to more than Fifty Percent on proportionate basis, accordingly the Retail Individual Investors shall be allocated that higher percentage.

SUMMARY FINANCIAL INFORMATION

The following table set forth Summary Financial Information derived from the Restated Financial Statements. The Summary Financial Information presented below should be read in conjunction with "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on Page 128, respectively.

In accordance with the SEBI ICDR Regulations, the Audited Standalone Financial Statements of Our Company for the Financial Years 2023, 2022 and 2021 (collectively, the "**Audited Financial Statements**") are available on our website at www.spectrogen.co.in.

[The remainder of this page has intentionally been left blank]

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

(₹ in Lakhs)

Particulars		Annexure	31.12.23	31.03.23	31.03.22	31.03.21
I	Equity and Liabilities					
1	Shareholders' Funds					
	(a) Share Capital	I.1	395.88	28.30	10.00	10.00
	(b) Reserves and Surplus	I.2	89.53	20.26	2.33	(0.56)
	(c) Money received against Share Warrants		-	-	-	-
2	Share Application Money Pending Allotment		-	-	-	-
3	Non-Current Liabilities					
	(a) Long-Term Borrowings		-	-	-	-
	(b) Deferred Tax Liabilities		-	-	-	-
	(c) Other Long-Term Liabilities	I.3	-	238.84	-	-
	(d) Long Term Provisions	-	-	-	-	-
4	Current Liabilities					
	(a) Short-Term Borrowings	I.4	159.61	163.94	111.93	1.56
	(b) Trade Payables	I.5	446.23	116.17	190.07	-
	(c) Other Current Liabilities	I.6	292.92	15.15	78.16	0.15
	(d) Short-Term Provisions	I.7	44.09	7.57	0.94	-
Total			1,428.26	590.23	393.43	11.15
II	Assets					
	Non-Current Assets					
1	Property, Plant & Equipments					
	Intangible Assets					
	(a) Property, Plant & Equipments	I.8	122.50	23.84	28.80	-
	(b) Intangible Assets	-	-	-	-	-
	(c) Capital Work in Progress	-	-	-	-	-
	(d) Intangible Assets under Development	-	-	-	-	-
2	(a) Non-Current Investment	-	-	-	-	-
	(b) Deferred Tax Assets	I.9	0.27	0.27	-	0.19
	(c) Long-Term Loans And Advances	-	112.91	-	-	-
	(d) Other Non-Current Assets	-	-	-	-	-
3	Current Assets					
	(a) Inventories	I.10	482.83	484.66	59.10	-
	(b) Trade Receivables	I.11	582.68	50.95	293.10	-
	(c) Cash and Cash Equivalents	I.12	6.42	0.87	0.77	3.46
	(d) Short-Term Loans and Advances	I.13	-	-	10.11	7.50
	(f) Other Current Assets	I.14	120.65	29.64	1.55	-
Total			1,428.26	590.23	393.43	11.15

STATEMENT OF PROFIT & LOSS AS RESTATED

(₹ in Lakhs)

	Particulars	Annexure	31.12.23	31.03.23	31.03.22	31.03.21
I	Revenue from Operations	II.1	1,391.52	820.94	1,238.78	-
II	Other Income	II.2	0.42	-	-	-
III	Total Revenue (I + II)		1,391.94	820.94	1,238.78	-
IV	Expenses:					
	Cost of Materials consumed	II.3	1,041.59	733.10	1,148.84	-
	Change in Inventories of Stock-in-Trade		-	-	-	-
	Employee Benefits Expense	II.4	80.42	20.38	49.43	-
	Finance Costs	II.5	42.40	13.32	3.51	-
	Depreciation and Amortization Expenses	II.6	16.49	5.39	2.31	-
	Other Expenses	II.7	42.90	23.51	30.86	0.75
	Total Expenses		1,223.79	795.70	1,234.95	0.75
V	Profit Before Exceptional and Extra-ordinary Items and Tax (III-IV)		168.15	25.25	3.82	(0.75)
VI	Exceptional Items		-	-	-	-
VII	Profit Before Extra-ordinary Items and Tax (V-VI)		168.15	25.25	3.82	(0.75)
VIII	Extra-ordinary Items		-	-	-	-
IX	Profit Before Tax (VII- VIII)		168.15	25.25	3.82	(0.75)
X	Tax Expenses:					
	(1) Current Tax		42.30	7.59	0.93	-
	(2) Deferred Tax			(0.27)	-	0.19
	(3) Previous Years Taxes Paid		-	-	-	-
XI	Profit / (Loss) for the Period from Continuing Operations (VII-VIII)		125.85	17.93	2.89	(0.56)
XII	Profit/(Loss) from Discontinuing Operations		-	-	-	-
XIII	Tax Expense of Discontinuing Operations / Income Tax for Earlier Years		-	-	-	-
XIV	Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)		-	-	-	-
XV	Profit / (Loss) for the Period (XI + XIV)		125.85	17.93	2.89	(0.75)
XVI	Earnings Per Share:					
	a. Basic		6.62	12.63	2.89	(2.07)
	b. Diluted		6.62	12.66	2.89	(2.07)

RESTATED STATEMENT OF CASH FLOWS

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Cash Flow from Operating Activities				
Net Profit Before Tax and Extra-ordinary Items	168.15	25.25	3.82	(0.75)
<i>Adjusted for:</i>				
- Depreciation	16.49	5.39	2.31	0.00
- Finance Cost	0.00	0.00	0.00	0.00
- Interest & Other Income	0.00	0.00	0.00	0.00
- Other Adjustments to reconcile Profit	0.00	0.00	0.00	0.00
Total Adjustment to Profit / (Loss) (A)	16.49	5.39	2.31	0.00
<i>Adjusted for:</i>				
Adjustment for increase/ decrease in Inventories	1.84	(425.56)	(59.10)	0.00
Adjustment for increase/ decrease in Trade Receivables	(531.73)	242.14	(293.10)	0.00
Adjustment for increase/ decrease in Other Current Assets	(91.01)	(28.09)	(1.55)	0.00
Adjustment for increase/ decrease in Short Term Loans & Advances	0.00	10.11	(2.61)	(7.5)
Adjustment for increase/ decrease in Long Term Loans & Advances	(112.91)	0.00	0.00	0.00
Adjustment for increase/ decrease in Trade Payables	330.06	(73.91)	190.07	
Adjustment for increase/ decrease in Other Current Liabilities	277.77	(63.01)	78.01	0.15
Adjustment for increase/ decrease in Provisions	36.50	6.66	0.93	0.00
Total Adjustment for Working Capital (B)	(89.48)	(331.66)	(87.35)	(7.35)
Total Adjustment to reconcile Profit (A + B)	(72.99)	(326.27)	(85.04)	(7.35)
Net Cash Flow from (used in) Operations	95.16	(301.02)	(81.20)	(8.10)
Dividend Received	0.00	0.00	0.00	0.00
Interest Received / (Paid)	0.00	0.00	0.00	0.00
Income Tax Refund / (Paid)	(42.30)	(7.59)	(0.93)	0.00
Net Cash Flow from Operating Activities	52.86	(308.61)	(82.13)	(8.10)
Cash Flow from Investing Activities				
(Purchase) / Sale of Fixed Assets	(115.13)	(0.44)	(31.11)	0.00
(Purchase) / Sale of Investment or Equity Instruments	0.00	0.00	0.00	0.00
Dividend Received	0.00	0.00	0.00	0.00
Interest Received	0.00	0.00	0.00	0.00
Proceeds from Government Grant	0.00	0.00	0.00	0.00
Other Inflow / (Outflow) of Cash	0.00	52.01	0.18	0.00
Net Cash Flow from / (used) in Investing Activities	(115.13)	51.58	(30.93)	0.00
Cash Flow from Financing Activities				
Proceeds from Issue of Shares / Debentures / Bonds	310.98	18.30	0.00	10.00
Proceeds from Borrowings	(4.33)	238.84	110.37	1.56
Repayment of Borrowings	(238.84)	0.00	0.00	0.00
Income Tax Refund / (Paid)	0.00	0.00	(0.00)	0.00
Interest Received / (Paid)	0.00	0.00	0.00	0.00
Net Cash Flow from / (used) in Financing Activities	67.82	257.14	110.37	11.56
Net Increase / (Decrease) in Cash and Cash Equivalents	5.55	0.10	(2.69)	3.46
Cash and Cash Equivalents at the beginning of the year	0.87	0.77	3.46	0
Cash and Cash Equivalents at the end of the year	6.42	0.87	0.77	3.46

GENERAL INFORMATION

Our Company was originally incorporated as a Private Limited Company under the Companies Act, 2013 pursuant to Certificate of Incorporation issued by the Registrar of Companies – Telangana, Hyderabad dated December 22, 2020 with the name "Spectrogen International Private Limited". Further, the name of Our Company was changed to "Spectrogen Pharmachem Private Limited," consequent upon change of Main Objects of the Company vide fresh Certificate of Incorporation issued by the Registrar of Companies – Telangana, Hyderabad dated November 28, 2023. Subsequently, Our Company was converted into Public Limited Company, "Spectrogen Pharmachem Limited," vide the Certificate issued by the Registrar of Companies – Telangana, Hyderabad, dated December 14, 2023.

Company Identification Number	U24299TG2020PLC147109
Address of Registered Office of Company	Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad, Telangana – 500009
Address of Registrar of Companies	Address: Corporate Bhawan, GSI Post, Tattiannaram, Nagole, Bandlaguda, Hyderabad – 500068, Telangana, India
Designated Stock Exchange	National Stock Exchange of India Limited
Listing of Shares offered in this Issue	EMERGE Platform of NSE
Contact Person	Ms. Sonali Jain Company Secretary and Compliance Officer Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad, Telangana – 500009 Tel: +91 40 3503 5220 + 91-9347680690 Fax: Not Available E-mail: info@spectrogen.co.in Website: www.spectrogen.co.in

For details of the changes in our Name, Registered Office, and other details, please refer "*History and Certain Corporate Matters*" on Page 86.

Our Board of Directors

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

S No	Name and Designation	DIN	Address
1	Mr. Vyasmurti Madhavrao Shingatgeri <i>Independent Director</i>	07728757	M-105, South City-1, Industrial Estate Gurgaon, Haryana – 122007
2	Ms. Leela Reddy Konda <i>Independent Director</i>	08971547	# 401, Hitex Pride Apartments Izzathnagar, Kondapur Hyderabad, Telangana – 500084
3	Mr. Reddeppa Gundluru <i>Independent Director</i>	10419527	30-289/4, Santoshimatha Colony Old Safilguda, Secunderabad Telangana – 500056
4	Bhushanam Busi <i>Managing Director</i>	09032806	26-3/1, Kolakaluru Guntur, Andhra Pradesh – 522307
5	Srinivasa Raju Marni <i>Executive Director</i>	03624545	147/20, MS Estates, Flat No. 401-B Balaji Nagar, Nizampeta Hyderabad, Telangana – 500090

For detailed profile of our Managing Director and other Directors, please refer "*Our Management*" and "*Our Promoters and Promoter Group*" on Pages 89 and 100. respectively.

Company Secretary and Compliance Officer

Our Company has appointed **Ms. Sonali Jain**, the Company Secretary and the Compliance Officer of Our Company, whose contact details are set forth hereunder.

Ms. Sonali Jain

Company Secretary and Compliance Officer

Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri

Secunderabad, Telangana – 500009

Tel: +91 40 3503 5220 / +91-9347680690

Fax: Not Available

E-mail: info@spectrogen.co.in

Website: www.spectrogen.co.in

Chief Financial Officer

Our Company has appointed **Ms. Arshakota Mounika**, as the Chief Financial Officer. Her contact details are set forth hereunder.

Ms. Arshakota Mounika

Chief Financial Officer

Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri

Secunderabad, Telangana – 500009

Tel: +91 40 3503 5220

Fax: Not Available

E-mail: cfo@spectrogen.co.in

Website: www.spectrogen.co.in

Applicants can contact the Compliance Officer or the Lead Manager 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 Equity Shares in the respective Beneficiary Account and Refund Orders, etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

Applicants may contact the Lead Manager for complaints, information or clarifications pertaining to the Issue.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the Sole or First Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, Address of the Applicant, Number of the Equity Shares applied for and the Name and Address of the Designated Intermediary where the ASBA Form was submitted by the Applicant. Further, the Investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Details of Key Intermediaries pertaining to this Issue of Our Company:

Lead Manager of the Issue	Registrar to the Issue
Inventure Merchant Banker Services Private Limited 2nd Floor, Viraj Tower, Nr. Andheri Flyover (North End) Western Express Highway, Andheri (East) Mumbai – 400069, Maharashtra Tel No: +91 22 4075 1500 Fax No: +91 22 4075 1511 Email: compliance@inventurmerchantbanker.com Investor Grievance Email: redressal@inventurmerchantbanker.com Website: www.inventuremerchantbanker.com SEBI Registration No: INM000012003 Contact Person: Arvind Gala	Bigshare Services Private Limited Office No. S6-2, 6th Floor, Pinnacle Business Park Next to Ahura Centre, Mahakali Caves Road Andheri (East), Mumbai – 400093, Maharashtra, India Telephone: +91 22 6263 8200 Email: ipo@bigshareonline.com Investor Grievance email: Investor@bigshareonline.com Website: www.bigshareonline.com SEBI Registration No.: INR000001385 Contact Person: Babu Rapheal
Banker to the Company	Legal Advisor to the Issue

ICICI Bank B1, Shamirpet Road Vikrampur Colony, Karkhana Secunderabad – 500009 Tel: +91-7995028509 Email Id: kiran.lda@icicibank.com Website: www.icicibank.com Contact Person: Mr. Debashish	DRC Legal & Associates Francis Chawl, Opp. Jayshree Hotel Dayal Das Road, Vile Parle (East) Mumbai – 400057 Maharashtra, India Tel: +91 22 2610 4513 Email: drclegal.associates@gmail.com Contact Person: D. R. Chaudhary
Statutory Auditor of the Company and Peer Review Auditor	Escrow and Sponsor Banker to the Issue
M/s PPKG & Co Chartered Accountants #5-8-352, 701, 7th Floor, Raghav Ratna Towers Chirag Ali Lane, Abids, Hyderabad – 500001 Telangana, India Tel No.: +91 40 23205049 Email: giri@ppkg.com Contact Person: CA Girdhari Lal Toshniwal Membership No: 205140 Firm Registration No: 0009655S	[•]

Changes in Auditors for last three years

M/s. PPKG & Co., Chartered Accountants were appointed as the Statutory Auditors of the Company, in place of M/s Prasanth & Neeraj, Chartered Accountants, to comply with the requirement of Peer Review Auditors for the proposed Initial Public Offer of the Company.

DESIGNATED INTERMEDIARIES

Self-Certified Syndicate Banks (SCSB's)

The list of SCSBs is available at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> on the SEBI website, or at such other website, as may be prescribed by SEBI from time-to-time. A list of the Designated Branches of the SCSBs with which an Applicant, not applying through Syndicate/ Sub-Syndicate or through a Registered Broker, CRTA / CDP may submit the Application Forms, available on the SEBI Website: <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>, or at such other website as may be prescribed by SEBI from time-to-time.

Registered Brokers

The list of the Registered Brokers, including details such as Postal Address, Telephone Number and E-mail address, is provided on the websites of the National Stock Exchange of India Limited i.e., www.nseindia.com, as updated from time-to-time.

RTAs

The list of the RTAs eligible to accept Application Forms at the Designated RTA Locations, including details such as Address, Telephone Number and E-mail address, are provided on the websites of Stock Exchange www.nseindia.com, as updated from time-to-time.

Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of Stock Exchange www.nseindia.com as updated from time-to-time. The list of branches of the SCSBs named by the respective SCSBs to receive Deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI www.sebi.gov.in and updated from time-to-time.

Credit Rating

This being an issue of Equity Shares, there is no requirement of Credit Rating for the Issue.

IPO Grading

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

Statement of Responsibility of the Lead Manager/Statement of inter-se allocation of responsibilities

Since Inventure Merchant Banker Services Private Limited is the sole Lead Manager to this Issue, a statement of *inter-se* allocation of responsibilities amongst Lead Managers is not required.

Expert Opinion

Except as stated below, Our Company has not obtained any Expert Opinions:

Our Company has received written consent from the Statutory Auditor namely, M/s PPKG & Co, Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as "Expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of the Reports of the Peer Reviewed Auditor on the Restated Financial Statements, dated February 8, 2024 and such consent has not been withdrawn as on the date of this Draft Prospectus.

Our Company has received written consent from our Statutory Auditor namely, M/s PPKG & Co, Chartered Accountants to include its name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and the Statement of Tax Benefits dated February 16, 2024 included in this Draft Prospectus and such consent has not been withdrawn as on the date of this Draft Prospectus.

Debenture Trustees

This is an Issue of Equity Shares; hence appointment of Debenture Trustee is not required.

Appraisal and Monitoring Agency

The Objects of the Issue have not been appraised by any Agency.

The Objects of the Issue and Means of Finance are based on the internal estimates of Our Company. In terms of Regulation 41 of the SEBI (ICDR) Regulations, we are not required to appoint Monitoring Agency, since the Issue size is not in excess of ₹10,000 Lakhs.

Filing of the Offer Document

The Draft Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR), 2018.

Further, pursuant to SEBI Circular Number CFD/DIL1/CIR/P/2019/0000000154 dated December 11, 2019, a copy of the Draft Prospectus along with the Due Diligence Certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be filed with SEBI.

A copy of the Draft Prospectus, along with the Material Contracts and Documents referred elsewhere in the Draft Prospectus, will be delivered to the RoC Office situated at GSI Post, Tattiannaram, Corporate Bhawan Rd, Bandlaguda, Nagole, Hyderabad, Telangana – 500068.

Underwriting Agreement

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

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

Details of the Underwriter	Number of Shares Underwritten*	Amount Underwritten (₹ in Lakhs)	% of the Total Issue Size Underwritten
Inventure Merchant Banker Services Private Limited 2 nd Floor, Viraj Tower, Nr. Andheri Flyover (North End)	40,00,000	1,200	100%

Western Express Highway, Andheri (East) Mumbai – 400069, Maharashtra Tel No: +91 22 4075 1500 Fax No: +91 22 4075 1511 Email: compliance@inventurmerchantbanker.com SEBI Registration No: INM000012003 Contact Person: Arvind Gala			
Total	40,00,000	1,200	100%

In the opinion of our Board of Directors, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge the Underwriting obligations in full. The abovementioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

Details of the Market Making Arrangement for this Issue

Our Company has entered into Market Making Agreement dated [●] with the Lead Manager and Market Maker, duly registered with NSE to fulfil the obligations of Market Making:

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time-to-time and the Circulars issued by NSE and SEBI regarding this matter from time-to-time. Following is a summary of the key details pertaining to the Market Making arrangement:

- 1) The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
- 2) The minimum depth of the quote shall be ₹1,00,000. However, the Investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) After a period of three (3) months from the Market Making Period, the Market Maker would be exempted to provide quote if the Equity Shares of Market Maker in Our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of Market Maker in Our Company reduce to 24%, the Market Maker will resume providing 2-way quotes.
- 4) There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, the concerned Stock Exchange may intimate the same to SEBI after due verification.
- 5) Execution of the Order at the Quoted Price and Quantity must be guaranteed by the Market Maker, for the quotes given by him.
- 6) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the Investors
- 7) On the day of 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 Listing on the discovered price during the Pre-Open Call Auction.
- 8) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 9) The Market Maker shall have the right to terminate said arrangement by giving a six-month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.

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

applicable at that particular point of time. The Market Making Agreement is available for Inspection at our Registered Office from 11:00 A.M. to 5:00 P.M. on working days.

- 10) **Risk containment measures and monitoring for Market Makers:** EMERGE Platform of NSE will have all margins which are applicable on the NSE 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.
- 11) **Punitive Action in case of default by Market Makers:** EMERGE Platform of NSE 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 Stock Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading Membership.

The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time-to-time.

- 12) **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹250 Crores, the applicable price bands for the first day shall be:
- (a) 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.
- (b) In case Equilibrium Price is not discovered in the Call Auction, the Price Band in the Normal Trading Session shall be 5% of the Issue Price.

Additionally, the Trading shall take place in TFT segment for first 10 days from commencement of Trading. The following spread will be applicable on the EMERGE Platform of NSE.

S No	Market Price Slab (In ₹)	Proposed Spread (in % to Sale Price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	6
4	Above 100	5

- 13) Pursuant to SEBI Circular Number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Market Maker(s) during Market Making Process has been made applicable, based on the Issue Size, and as follows:

Issue Size (In ₹)	Buy-quote Exemption Threshold (Including Mandatory Initial Inventory of 5% of the Issue Size)	Re-Entry Threshold for Buy-quote (Including Mandatory Initial Inventory of 5% of the Issue Size)
Up to 20 Crores	25%	24%
20 to 50 Crores	20%	19%
50 to 80 Crores	15%	14%
Above 80 Crores	12%	11%

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

CAPITAL STRUCTURE

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

S No	Particulars	Amount (₹ in Lakhs)	
		Aggregate Nominal Value	Aggregate Value at the Issue Price
A	Authorised Share Capital		
	1,40,00,000 Equity Shares of ₹10/- each	1,400.00	-
B	Issued, Subscribed and Paid-up Share Capital before the Issue		
	96,19,960 Equity Shares of ₹10/- each	961.99	-
C	Present Issue in terms of this Draft Prospectus		
	Issue of 40,00,000 Equity Shares for Cash at Price of ₹30/- Per Equity Share	400.00	1,200.00
	<i>Which comprises:</i>		
	2,00,000 Equity Shares of ₹10/- each at Price of ₹30/- Per Equity Share reserved as Market Maker Reservation Portion	20.00	60.00
	Net Issue to the Public of 38,00,000 Equity Shares of ₹10/- each at Price of ₹30/- per Equity Share	380.00	1,140.00
	<i>Of which:</i>		
	19,00,000 Equity Shares of ₹10/- each at Price of ₹30/- Per Equity Share will be available for allocation to Retail Individual Investors upto ₹2,00,000/-	190.00	570.00
	19,00,000 Equity Shares of ₹10/- each at Price of ₹30/- Per Equity Share will be available for allocation to Other than Retail Individual Investors above ₹2,00,000/-	190.00	570.00
D	Issued, Subscribed and Paid-up Share Capital after the Issue		
	1,36,19,960 Equity Shares of ₹10/- each	1,361.99	-
E	Securities Premium Account		
	Before the Issue		20.26
	After the Issue		800.00

The Issue has been authorised by our Board pursuant to the Resolution dated February 8, 2024 and by our Equity Shareholders pursuant to the Resolution passed at the Extra-ordinary General Meeting held on February 13, 2024.

Class of Shares

The Company has only one class of Shares i.e., Equity Shares of ₹10/- each only and all Equity Shares are ranked pari-passu in all respects.

All Equity Shares issued are fully Paid-up as on date of the Draft Prospectus. Our Company has not issued any Partly Paid-up Equity Shares since its incorporation, nor it does have any Partly Paid-up Equity Shares as on the date of the Draft Prospectus.

Our Company does not have any Outstanding Convertible Instruments as on the date of the Draft Prospectus.

Notes to the Capital Structure

1. Details of changes in Authorised Share Capital

The Authorised Share Capital of Our Company has been altered in the manner set forth below:

Particulars of Change		Date of Members Meeting	AGM/EGM
From	To		
₹50,00,000/- consisting of 5,00,000 Equity Shares of ₹10/- each		On Incorporation	-
₹50,00,000/- consisting of 5,00,000 Equity Shares of ₹10/- each	₹14,00,00,000/- consisting of 14,00,000 Equity Shares of ₹10/- Each	August 28, 2023	EGM

2. History of Issued and Paid-up Share Capital of Our Company

The history of the Equity Share Capital of Our Company is set forth below:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Paid-up Share Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	1,00,000	10	10	Subscription to MoA ⁽¹⁾	Cash	1,00,000	10,00,000	-
07-01-2023	1,83,000	10	10	Preferential Allotment ⁽²⁾	Cash	2,83,000	28,30,000	-
30-09-2023	10,36,600	10	30	Preferential Allotment ⁽³⁾	Cash	13,19,600	1,31,19,600	2,07,32,000
19-10-2023	26,39,200	10	-	Bonus Issue in the Ratio of 2:1 ⁽⁴⁾	-	39,58,800	3,95,88,000	-
02-02-2024	17,00,000	10	30	Preferential Allotment ⁽⁵⁾	Cash	56,58,800	5,65,88,000	3,40,00,000
07-02-2024	39,61,160	10	-	Bonus Issue in the Ratio of 7:10 ⁽⁶⁾	-	96,19,960	9,61,99,600	-

1. Initial Subscription to the MoA

Sl No	Name of the Allottees	Number of Shares
1	Starus Pharmaceuticals Private Limited	40,000
2	Yamaka Santhi	5,000
3	Devireddy Srinivasa Reddy	45,000
4	Veera Reddy Vallapureddy	10,000
	Total	1,00,000

2. Allotment to the following Persons:

Sl No	Name of the Allottees	Number of Shares
1	Devireddy Srinivasa Reddy	1,83,000
	Total	1,83,000

3. Allotment to the following Persons:

Sl No	Name of the Allottees	Number of Shares
1	Venkata Rao Sadhanala	5,36,600
2	Viswa Prasad Sadhanala	2,50,000
3	Devireddy Srinivasa Reddy	2,50,000
	Total	10,36,600

4. Allotment of Bonus Shares to the following Persons:

SI No	Name of the Allottees	Number of Shares
1	Venkata Rao Sadhanala	13,26,000
2	Viswa Prasad Sadhanala	7,00,000
3	Devireddy Srinivasa Reddy	5,93,200
4	Veera Reddy Vallapureddy	20,000
	Total	26,39,200

5. Allotment of Shares to the following Persons:

SI No	Name of the Allottees	Number of Shares
1	Venkata Rao Sadhanala	6,00,000
2	Viswa Prasad Sadhanala	1,50,000
3	Devireddy Srinivasa Reddy	2,10,000
4	Veera Reddy Vallapureddy	1,00,000
5	Percy Homi Italia	1,70,000
6	Manisha Dayand	70,000
7	Mirza Sajjad Baig	70,000
8	Jai Prakash Singh HUF	50,000
9	Gajjala Venkata Sirisha	50,000
10	Siva Kumar Gajjala	50,000
11	Kammela Sarada	50,000
12	Kolli Trinath Reddy	50,000
13	Kashinath Sahu	40,000
14	Anusha Atmakuru	40,000
	Total	17,00,000

6. Allotment of Bonus Shares to the following Persons:

SI No	Name of the Allottees	Number of Shares
1	Venkata Rao Sadhanala	18,05,300
2	Viswa Prasad Sadhanala	8,33,000
3	Devireddy Srinivasa Reddy	7,66,360
4	Veera Reddy Vallapureddy	91,000
5	Percy Homi Italia	1,19,000
6	Manisha Dayand	49,000
7	Mirza Sajjad Baig	49,000
8	Jai Prakash Singh HUF	35,000
9	Gajjala Venkata Sirisha	35,000
10	Siva Kumar Gajjala	35,000
11	Kammela Sarada	35,000
12	Kolli Trinath Reddy	35,000
13	Kashinath Sahu	28,000
14	Anusha Atmakuru	28,000
15	Padmaja Kalyani Sadhanala	7,000
16	Maharani Maheshwari Sadhanala	7,000
17	Manasa Reddy Devireddy	3,500
	Total	39,61,160

3. Issue of Equity Shares for Consideration other than Cash

Other than the Bonus issue of Equity Shares as mentioned in Points 4 and 6 above, Our Company has not allotted any Equity Shares for consideration other than Cash, since its incorporation.

4. No Equity Shares have been allotted pursuant to any scheme approved under Sections 391-394 of the Companies Act, 1956 or Section 230-233 of the Companies Act, 2013.
5. We have not issued any Equity Share (including Bonus Shares) by capitalizing any Revaluation Reserves.

6. Issue of Shares in the preceding two years

Following Equity Shares were issued by Our Company in the preceding two years:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration
07-01-2023	1,83,000	10	10	Preferential Allotment	Cash
30-09-2023	10,36,600	10	30	Preferential Allotment	Cash
19-10-2023	26,39,200	10	-	Bonus Allotment	-
02-02-2024	17,00,000	10	30	Preferential Allotment	Cash
07-02-2024	39,61,160	10	-	Bonus Issue	-

7. Issue of Equity Shares in the last one year at a Price lower than the Issue Price:

Other than as mentioned below, no Equity Shares were issued in last one year immediately preceding the date of the Draft Prospectus at a price which is lower than the Issue Price.

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration
19-10-2023	26,39,200	10	-	Bonus Issue in the ratio of 2:1	-
07-02-2024	39,61,160	10	-	Bonus Issue in the ratio of 7:10	-

8. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our Employees, and we do not intend to allot any Shares to our Employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed Issue. As and when, Options are granted to our Employees under the Employee Stock Option Scheme, Our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
9. As on the date of the Draft Prospectus, Our Company does not have any Preference Share Capital.
10. Build-up of our Promoters' Shareholding, Promoters' Contribution and Lock-In
11. As on the date of this Draft Prospectus, our Promoters holds 85,31,960 Shares constituting 88.25% of the Pre-Issued, Subscribed and Paid-up Equity Share Capital of Our Company.

a) Build-up of Our Promoters' Shareholding in Our Company

Date of Allotment / Transfer	Nature of Acquisition (Allotment/ Acquired/ Transfer)	Number of Equity Shares	Face Value per Equity Share (In ₹)	Issue Price / Acquisition Price / Transfer Price Per Equity Share (In ₹)	Nature of Consideration	Percentage of Pre-Issue Equity Share Capital (%)	Percentage of Post-Issue Equity Share Capital (%)
Venkata Rao Sadhanala							
20-12-2021	Purchased from Starus Pharmaceuticals Limited	40,000	10	10	Cash		
15-03-2022	Purchased from Devireddy Srinivasa Reddy	40,000	10	10	Cash		

16-01-2023	Purchased from Devireddy Srinivasa Reddy	1,46,400	10	10	Cash		
31-03-2023	Transferred Shares to Viswa Prasad Sadhanala	-1,00,000	10	-	-		
30-09-2023	Preferential Allotment	5,36,600	10	30	Cash		
19-10-2023	Bonus Allotment in the Ratio of 2:1	13,26,000	10	Nil	Nil		
30-11-2023	Transferred Shares to Padmaja Kalyani Sadhanala	-10,000	10	-	-		
02-02-2024	Preferential Allotment	6,00,000	10	30	Cash		
07-02-2024	Bonus Allotment in the Ratio of 7:10	18,05,300	10	Nil	Nil		
	Sub-Total	43,84,300				45.58%	32.19%
Viswa Prasad Sadhanala							
31-03-2023	Purchased from Venkata Rao Sadhanala	1,00,000	10	10	Cash		
30-09-2023	Preferential Allotment	2,50,000	10	30	Cash		
19-10-2023	Bonus Allotment in the Ratio of 2:1	7,00,000	10	Nil	Nil		
30-11-2023	Transferred Shares to Maharani Maheshwari	-10,000	10	-	-		
02-02-2024	Preferential Allotment	1,50,000	10	30	Cash		
07-02-2024	Bonus Allotment in the Ratio of 7:10	8,33,000	10	Nil	Nil		
	Sub-Total	20,23,000				21.03%	14.85%
Devireddy Srinivasa Reddy							
28-12-2020	Initial Subscription to MoA	45,000	10	10	Cash		
20-12-2021	Purchased Shares from Yamaka Santhi	5,000	10	10	Cash		
15-03-2022	Transferred Shares to Venkata Rao Sadhanala	-40,000	10	-	-	-	-
07-01-2023	Preferential Allotment	1,83,000	10	10	Cash		
16-01-2023	Transferred Shares to Venkata Rao Sadhanala	-1,46,400	10	-	-	-	-
30-09-2023	Preferential Allotment	2,50,000	10	30	Cash		
19-10-2023	Bonus Allotment in the Ratio of 2:1	5,93,200	10	Nil	Nil		
30-11-2023	Transferred Shares to Manasa Reddy	-5,000	10	-	-		
02-02-2024	Preferential Allotment	2,10,000	10	30	Cash		
07-02-2024	Bonus Allotment in the Ratio of 7:10	7,66,360	10	Nil	Nil		
	Sub-Total	18,61,160				19.35%	13.66%
Veera Reddy Vallapureddy							
28-12-2020	Initial Subscription to MoA	10,000	10	10	Cash		
19-10-2023	Bonus Allotment in the Ratio of 2:1	20,000	10	Nil	Nil		
02-02-2024	Preferential Allotment	1,00,000	10	30	Cash		

07-02-2024	Bonus Allotment in the Ratio of 7:10	91,000	10	Nil	Nil		
	Sub-Total	2,21,000				2.30%	1.62%
	Grand Total	84,89,460				88.25%	62.33%

Our Promoters have confirmed to the Company and the Lead Manager that the acquisition of the Equity Shares forming part of the Promoters' Contribution has been financed from Personal Funds / Internal Accruals and no financial assistance from any Banks or Financial Institution has been availed by our Promoters for this purpose. All the Equity Shares held by our Promoters were fully Paid-up on the respective dates of acquisition of such Equity Shares. As on the date of this Draft Prospectus, none of the Equity Shares held by our Promoters are Pledged.

b) Details of Promoter's Contribution Locked-in for Three Years

Pursuant to Regulations 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20% of the fully diluted Post-Issue Equity Share Capital of Our Company held by our Promoters shall be provided towards Minimum Promoters' Contribution and locked-in for a period of three years from the date of Allotment ("**Minimum Promoters' Contribution**") Details of the Equity Shares (eligible for inclusion in the Minimum Promoters' Contribution, in terms of Regulation 33 of the SEBI (ICDR) Regulations) forming part of Minimum Promoters' Contribution and proposed to be locked-in for a period of three years are as follows:

Date of Allotment / Transfer	Nature of Acquisition (Allotment/ Acquired/ Transfer)	Number of Equity Shares	Face Value per Equity Share (In ₹)	Issue Price / Acquisition Price / Transfer Price Per Equity Share (In ₹)	Nature of Consideration	Percentage of Pre-Issue Equity Share Capital (%)	Percentage of Post-Issue Equity Share Capital (%)
Venkata Rao Sadhanala							
07-02-2024	Bonus Allotment in the Ratio of 7:10	13,70,000	10	Nil	Nil	14.24%	10.06%
	Sub-Total	13,70,000				14.24%	10.06%
Viswa Prasad Sadhanala							
07-02-2024	Bonus Allotment in the Ratio of 7:10	6,50,000	10	Nil	Nil	6.76%	4.77%
	Sub-Total	6,50,000				6.76%	4.77%
Devireddy Srinivasa Reddy							
07-02-2024	Bonus Allotment in the Ratio of 7:10	6,50,000	10	Nil	Nil	6.76%	4.77%
	Sub-Total	6,50,000				6.76%	4.77%
Veera Reddy Vallapureddy							
07-02-2024	Bonus Allotment in the Ratio of 7:10	90,000	10	Nil	Nil	0.94%	0.66%
	Sub-Total	90,000				0.94%	0.66%
	Grand Total	28,60,000				28.69%	20.26%

Our Promoters have granted written consent to include such number of Equity Shares held by him as may constitute 20% of the Post-Issue Equity Share Capital of Our Company as Minimum Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Minimum Promoters' Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above, or for such other time as required under SEBI (ICDR) Regulations, except as may be permitted, in accordance with the SEBI (ICDR) Regulations.

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoters' Contribution of 20% of the Post-Issue Capital of Our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
 - Consideration other than Cash and Revaluation of Assets or Capitalization of Intangible Assets is involved in such transaction;
 - Resulting from a Bonus Issue by utilization of Revaluation Reserves or Unrealized Profits of the Company or from Bonus Issue against Equity Shares which are ineligible for Minimum Promoters' Contribution;
- The Equity Shares held by the Promoters and offered for Minimum Promoters' Contribution which are subject to any pledge with any Creditor;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer;
- No Equity Shares have been issued to our Promoters upon conversion of a Partnership Firm during the preceding one year at a price less than the Issue Price, against funds brought in by them during that period, in case of an Issuer formed by conversion of one or more Partnership Firms or Limited Liability Partnerships, where the partners of the erstwhile Partnership Firms or Limited Liability Partnerships are the Promoters of the Issuer and there is no change in the Management are ineligible for Minimum Promoters' Contribution.

c) Equity Shares locked-in for one year

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

d) Other requirements in respect of 'Lock-in'

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, the entire Pre-Issue Capital held by the Persons other than the Promoters shall be locked in for a period of one year from the Date of Allotment in the Initial Public Issue. 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.

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters and locked in may be pledged as a collateral Security for a loan granted by a Scheduled Commercial Bank or public Financial Institution or a systemically important non-Banking finance Company or housing finance Company, subject to following;

- In case of Minimum Promoters' Contribution, the Loan has been granted to the Issuer Company or its Subsidiary (ies) for the purpose of financing one or more of the Objects of the Issue and Pledge of Equity Shares is one of the terms of sanction of the Loan.
- In case of Equity Shares held by Promoters in excess of Minimum Promoters' Contribution, the Pledge of Equity Shares is one of the terms of sanction of the Loan.

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

Transferability of Locked in Equity Shares:

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable:

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters Group or to new Promoter(s) or Persons-in-control of Our Company, subject to continuation of lock-in for the remaining period with the Transferee and such Transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

The Equity Shares held by persons other than Promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to continuation of lock-in for the remaining period with the Transferee and such Transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

12. Our Shareholding Pattern

Pursuant to Regulation 31 of the SEBI (LODR) Regulations, the holding of specified Securities is divided into the following three categories: (a) Promoter and Promoter Group; (b) Public; and (c) Non-Promoter - Non-Public.

Category(I)	Category of Shareholder (II)	Numb er of Share holder s (III)	Number of fully Paid-up Equity Shares held (IV)	Numb er of Partly Paid-up Equit y Share s held (V)	Number of Shares underlyi ng in the Deposito ry Receipts (VI)	Total Number of Shares held (VII) = (IV) + (V) + (VI)	Shareholdin g as a % of Total Number of Shares(calcu lated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of Securities (XI)				Number of Shares Underlying Outstanding Convertible Securities (including Warrants) (X)	Shareholding as a % assuming full conversion of Convertible Securities (as a % of Diluted Share Capital) As a % of (A+B+C2) (XI) = (VII) + (X)	Number of Locked-in Shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in Dematerialize d Form (XIV)
								Number of Voting Rights			Total as a % of (A+B + C)			No. (a)	As a % of Total Shares held (b)	No. (a)	As a % of Total Shares held (b)	
								Class: Equity	Class: Preferen ce	Total								
(A)	Promoter & Promoter Group	7	85,31,960	-	-	85,31,960	88.69	85,31,960	-	85,31,960	88.69	-	-	-	-	-	-	85,31,960
(B)	Public	10	10,88,000	-	-	10,88,000	11.31	10,88,000	-	10,88,000	11.31	-	-	-	-	-	-	10,88,000
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	17	96,19,960	-	-	96,19,960	100	96,19,960	-	96,19,960	100	-	-	-	-	-	-	96,19,960

Note: The Term "Encumbrance" has the same meaning as assigned under Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- Our Company will file the Shareholding Pattern of Our Company in the Form prescribed under Regulation 31 of SEBI (LODR) Regulations, one day prior to the listing of the Equity Shares. The Shareholding Pattern will be uploaded on the website of NSE before commencement of trading of our Equity Shares.
- There are no Equity Shares against which Depository Receipts have been issued.
- Other than the Equity Shares, there is no other class of Securities issued by Our Company.
- None of the Promoters and Directors are related to each other.

13. The Shareholding Pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Sl No	Particulars	Pre-Issue		Post-Issue	
		Number of Shares	% Holding	Number of Shares	% Holding
a)	Promoters				
	Venkata Rao Sadhanala	43,84,300	45.58%	43,84,300	32.19%
	Viswa Prasad Sadhanala	20,23,000	21.03%	20,23,000	14.85%
	Devireddy Srinivasa Reddy	18,61,160	19.35%	18,61,160	13.66%
	Veera Reddy Vallapureddy	2,21,000	2.30%	2,21,000	1.62%
	Sub-Total	84,89,460	88.25%	84,89,460	62.32%
b)	Promoter Group				
	Padmaja Kalyani Sadhanala	17,000	0.18%	17,000	0.12%
	Maharani M Sadhanala	17,000	0.18%	17,000	0.12%
	Devireddy Manasa Reddy	8,500	0.09%	8,500	0.06%
	Sub-Total	42,500	0.45%	42,500	0.30%
	Total	85,31,960	88.69%	85,31,960	62.64%

14. The Average Cost of Acquisition of or Subscription to Equity Shares by our Promoters is set forth in the table below:

Name of the Promoters	Number of Equity Shares held	Average Cost of Acquisition (In ₹)
Venkata Rao Sadhanala	43,84,300	8.04
Viswa Prasad Sadhanala	20,23,000	6.38
Devireddy Srinivasa Reddy	18,61,160	8.40
Veera Reddy Vallapureddy	2,21,000	14.03

15. None of our Directors or Key Managerial Personnel hold Equity Shares in Our Company, other than as set forth below:

Name	Number of Equity Shares held	Pre-Issue percentage of Shareholding
Directors		
Nil	Nil	Nil
Key Managerial Personnel		
Nil	Nil	Nil

16. Major Shareholders:

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

a. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Draft Prospectus:

Sl No	Name of Shareholder	Number of Equity Shares	% of Issued Capital
1	Venkata Rao Sadhanala	43,84,300	45.58%
2	Viswa Prasad Sadhanala	20,23,000	21.03%
3	Devireddy Srinivasa Reddy	18,61,160	19.35%
4	Veera Reddy Vallapureddy	2,21,000	2.30%
5	Percy Homi Italia	2,89,000	3.00%
6	Manisha Dayand	1,19,000	1.24%
7	Mirza Sajjad Baig	1,19,000	1.24%
	Total	90,16,460	93.73%

b. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of the Draft Prospectus:

Sl No	Name of Shareholder	Number of Equity Shares	% of Issued Capital
1	Venkata Rao Sadhanala	80,000	80.00%
2	Devireddy Srinivasa Reddy	10,000	10.00%
3	Veera Reddy Vallapureddy	10,000	10.00%
	Total	1,00,000	100%

c. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of the Draft Prospectus:

SI No	Name of Shareholder	Number of Equity Shares	% of Issued Capital
1	Venkata Rao Sadhanala	1,26,400	44.66%
2	Viswa Prasad Sadhanala	1,00,000	35.34%
3	Devireddy Srinivasa Reddy	46,600	16.47%
4	Veera Reddy Vallapureddy	10,000	3.53%
	Total	2,83,000	100%

d. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Draft Prospectus:

SI No	Name of Shareholder	Number of Equity Shares	% of Issued Capital
1	Venkata Rao Sadhanala	43,84,300	45.58%
2	Viswa Prasad Sadhanala	20,23,000	21.03%
3	Devireddy Srinivasa Reddy	18,61,160	19.35%
4	Veera Reddy Vallapureddy	2,21,000	2.30%
5	Percy Homi Italia	2,89,000	3.00%
6	Manisha Dayand	1,19,000	1.24%
7	Mirza Sajjad Baig	1,19,000	1.24%
	Total	90,16,460	93.73%

17. There will be no Further Issue of Capital, whether by way of Issue of Bonus Shares, Preferential Allotment, Rights Issue or in any other manner during the period commencing from the date of this Draft Prospectus until the Equity Shares have been listed. Further, Our Company presently does not have any intention or proposal to alter our Capital Structure for a period of six months from the date of opening of this Issue, by way of Split / Consolidation of the denomination of Equity Shares or Further Issue of Equity Shares (including issue of Securities Convertible into exchangeable, directly or indirectly, for our Equity Shares) whether Preferential or otherwise, except that, if we enter into Acquisition(s) or Joint Venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for Acquisition or participation in such Joint Ventures.
18. None of our Promoters, Members of our Promoter Group or our Directors or their Immediate Relatives have sold or purchased Equity Shares by any other person during the six months immediately preceding the date of this Draft Prospectus.
19. There have been no financial arrangements whereby our Promoters, Promoter Group, our Directors and their Relatives have financed the purchase by any other person of Securities of Our Company, during a period of six months preceding the date of this Draft Prospectus, other than in the normal course of business of the Financing Entity.
20. Our Company, our Promoters, our Directors and the Lead Manager to this Issue have not entered into any Buy-Back and/or standby or similar arrangements with any person for purchase of our Equity Shares issued by Our Company through this Draft Prospectus.
21. There are no safety net arrangements for this Public Issue.
22. Under-subscription in the net Issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of Our Company in consultation with the Lead Manager and the NSE.
23. As on the date of filing of this Draft Prospectus, there are none Outstanding Warrants, Options, or Rights to convert Debentures, Loans, or other Financial Instruments into our Equity Shares.
24. All the Equity Shares of Our Company are fully Paid-up as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on Application, all the successful Applicants will be issued fully Paid-up Equity Shares.

25. As per RBI Regulations, OCBs are not allowed to participate in this Issue.
26. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
27. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by Law.
28. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time-to-time.
29. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
30. We have 17(Seventeen) Shareholders as on the date of this Draft Prospectus.
31. Our Promoters and the Members of our Promoter Group will not participate in this Issue.
32. Our Company has not made any Public Issue since its incorporation.
33. As on the date of this Draft Prospectus, the Lead Manager and their respective associates (determined as per the definition of "Associate Company" under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in Our Company. The Lead Manager and their respective affiliates may engage in transactions with and perform services for Our Company in the ordinary course of business or may in the future engage in Commercial Banking and Investment Banking transactions with Our Company, for which they may in the future receive customary compensation.
34. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
35. For the details of transactions by Our Company with our Promoter Group, Group Companies please refer to paragraph titled "*Statement of Transactions with Related Parties, as Restated*" in the "*Financial Statements*" on Page 110.

OBJECTS OF THE ISSUE

The Objects of the Net Proceeds (as defined below) of the Issue are:

1. Augmenting Additional Working Capital Requirements
2. General Corporate Purposes

We believe that listing will enhance our Corporate Image and visibility of Brand Name of Our Company. We also believe that Our Company will receive the benefits from the Listing of Equity Shares on the EMERGE Platform of NSE. It will also provide liquidity to the existing Shareholders and will also create a Public Trading Market for the Equity Shares of Our Company.

The Main Object Clause of Memorandum of Association of Our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association. For the Main Objects Clause of our Memorandum of Association, see “*History and Certain Corporate Matters*” on Page 86.

Issue Proceeds and Net Proceeds

The details of the Proceeds of the Issue are summarized in the table below:

SI No	Particulars	Amount (₹ in Lakhs)
1	Gross Proceeds of the Issue	1,200.00
2	Issue Expenses	100.00
3	Net Proceeds of the Issue (excluding the Issue Expenses) (" Net Proceeds ")	1,100.00

Utilisation of Net Proceeds and Means of Finance

The proposed utilisation of the Net Proceeds is set forth below:

SI No	Object	Amount proposed to be utilised from the Net Proceeds (₹ in Lakhs)
1	Augmenting Additional Working Capital Requirements	850.00
2	General Corporate Purposes	250.00
	Total	1,100.00

Since the entire fund requirement are to be funded from the proceeds of the Issue, there is no requirement to make Firm Arrangements of Finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated Means of Finance, excluding the amounts to be raised through the proposed Issue.

The Fund requirements, the Deployment of Funds and the intended use of the Net Proceeds as described herein are based on our Current Business Plan and Management estimates and have not been appraised by any Bank, Financial Institution, or any other external Agency. Given the dynamic nature of our business, we may have to revise our Business Plan from time-to-time and consequently our funding requirements and deployment on account of variety of factors such as our Financial Condition, Business and Strategy, including external factors such as Market Conditions, Competitive Environment, Costs of Commodities and Interest / Exchange Rate Fluctuations which may not be within the control of our Management.

In case of variations in the actual utilisation of Funds earmarked for the purpose set forth above or shortfall in the Net Proceeds, increased fund requirement may be financed by our Internal Accruals and/ or debt, as required. If the actual utilisation towards the said Object is lower than the proposed deployment, then such balance will be used for the General Corporate Purposes to the extent that the total amount to be utilised towards the General Corporate Purposes will not exceed 25% of the Gross Proceeds from the Issue.

Details of the Objects of the Issue

1. Augmenting Additional Working Capital Requirements

Considering the existing and future growth, the Total Net Working Capital needs of Our Company, as assessed based on the Internal Workings of Our Company, is expected to reach ₹850.00 Lakhs for the Fiscal 2024-25. The incremental and proposed Working Capital requirements, as approved by the Board pursuant to a Resolution dated February 16, 2024 and

key assumptions with respect to the determination of the same are mentioned below. The Incremental Working Capital requirements for FY 24-25 are expected to be ₹850.00 Lakhs and the same will be met from the Net Proceeds of the Issue.

(a) Existing Working Capital:

The details of Our Company's Working Capital as at March 31, 2021, March 31, 2022 and March 31, 2023 and 9 months period ended December 31, 2023 are derived from the Restated Financial Statements, and source of funding of the same are provided in the table below:

(₹ in Lakhs)

Particulars	31-Mar-21 (₹Lakhs)	Number of Days	31-Mar-22 (₹Lakhs)	Number of Days	31-Mar-23 (₹Lakhs)	Number of Days	31-Dec-23 (₹Lakhs)	Number of Days
	Actual		Actual		Actual		Actual	
Current Assets								
Inventories	-	-	59.10	17	484.66	215	482.83	127
Trade Receivables	-	-	293.10	86	50.95	23	582.68	153
Loans and Advances	7.50		10.11		-		-	
Other Current Assets	-		1.55		29.64		120.65	
Total	7.50		363.86		565.25		1,186.16	
Current Liabilities								
Trade Payables	-	-	190.07	15	116.17	52	446.23	117
Other Current Liabilities	0.15		78.16		15.15		292.92	
Short Term Provisions			0.94		7.57		44.09	
Total	0.15		269.17		138.89		783.24	
Working Capital Gap	7.35		94.69		426.36		402.92	
Less: Existing Working Capital Borrowings	1.56		111.93		163.94		159.61	
Net Working Capital Requirement	5.79		(17.24)		262.42		243.31	
Proposed Working Capital to be funded from IPO	-		-		-		-	
Funded through Internal Accruals and Unsecured Loans	5.79				262.42		243.31	

(b) Estimated Working Capital Requirements

Our Company proposes to utilize ₹850.00 Lakhs of the Net Proceeds for our estimated Working Capital requirements which will be utilized during Fiscal 2025. The balance portion of Our Company's 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 pursuant to a Resolution dated February 16, 2024 and key assumptions with respect to the determination of the same are mentioned below. Our Company's estimated Working Capital requirements for Fiscal 2024 and Fiscal 2025 and the proposed funding of such Working Capital requirements are as set out in the table below:

(₹ in Lakhs)

Particulars	31-Mar-24	Number of Days	31-Mar-25	Number of Days
	(₹Lakhs)		(₹Lakhs)	
	Estimated		Projected	
Current Assets				
Inventories	400.49	60	452.40	60
Trade Receivables	345.34	90	942.14	100
Loans and Advances	120.00		100.00	
Other Current Assets	135.00		150.00	
Total	1,000.83		1,644.54	
Current Liabilities				
Trade Payables	440.00	45	300.03	45
Other Current Liabilities	200.42		25.42	
Short Term Provisions	45.19		50.04	
Total	685.61		375.49	
Working Capital Gap	315.22		1,269.05	
Less: Existing Working Capital Borrowings	160.00		160.00	
Net Working Capital Requirement	155.22		1,109.05	
Proposed Working Capital to be funded from IPO	-		850.00	
Funded through Internal Accruals	155.22		259.05	

The Working Capital Gap for FY 2023-2024, ₹155.22 Lakhs as compared to the correspondence previous Financial Year 2022-2023, ₹262.42 Lakhs, there is an increase reduction of the Working Capital gap on account of the increase in Trade Receivables. The increase in Working Capital is primarily due to increase in the Turnover. The Company has Orders-on-hand and team in place.

The Working Capital Projections made by the Company are based on certain key assumptions, as set out below:

Sl No	Particulars	Assumptions
Current Assets		
1	Inventories	In December 2023, Fiscal 2023, Fiscal 2022, the Inventory days were 127 days, 215 days and 17 days respectively.
2	Trade Receivables	In December 2023, Fiscal 2023, Fiscal 2022, the Trade Receivables days were 153 days, 23 days and 86 days respectively Due to efficient Management of business and change in Management we estimate the Receivable levels at 90 days for Fiscal 2024 and 100 days for Fiscal 2025. Our Business gives credit period to the Customers for 90 – 120 days. However, we give credit period of average 90 days, based on the time for realization is credited to our account in 100 days.
3	Short Term Loans & Advances	The key items under this head are Advance to Suppliers / Vendors, Advance to Staff, Other Advances, Prepaid Expenses, Advance to with Statutory Authorities etc.
4	Other Current Assets	This mainly includes GST ITC, and Other Miscellaneous Assets.
Current Liabilities		
5	Trade Payables	In December 2023, Fiscal 2023 and 2022, the Payable days were 117 days, 52 days and 15 days respectively. However, going forward we estimate to maintain the Payables at 45 days for Fiscal 2024 and Fiscal 2025.
6	Other Current Liabilities	Other Current Liabilities include Expenses Payable and Other Liabilities etc.
7	Short Term Provisions	It mainly includes Provision for Taxes, Audit Fees and Other Professional Fees.

Our Company has achieved better credit control system and realization in Financial Year 2022-23 hence the Working Capital requirement for FY 2022-23 is less as compared to FY 2021-22 and the same can be seen in the reduction of number of days of Inventories and Trade Receivables and hence the resulting decrease in Working Capital requirements.

1. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹250.00 Lakhs towards General Corporate Purposes. The General Corporate Purposes for which Our Company proposes to utilise the Net Proceeds include but are not limited to funding growth Opportunities, Strategic Initiatives, Joint-Ventures, Partnerships, Marketing and Business Development Expenses, meeting exigencies and expenses incurred by Our Company in the ordinary course of business. In addition to the above, Our Company may utilise the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and as approved periodically by the Board, subject to compliance with necessary provisions of the Companies Act. The quantum of utilisation of funds towards each of the above purposes will be determined by our Board based on the business requirements of Our Company, from time-to-time. Our Company's Management, in accordance with the policies of the Board, shall have flexibility in utilising surplus amounts, if any. However, we confirm that the amount for General Corporate Purposes, as mentioned in Objects of the Issue, shall not exceed twenty-five per cent of the fresh Issue amount raised by Our Company.

Issue Related Expenses

The Total Expenses of the Issue are estimated to be approximately Rs.100.00 Lakhs. The expenses of this Issue include among others, Underwriting and Management Fees, Printing and Distribution Expenses, Advertisement Expenses and Legal Fees, if applicable. The estimated Issue Expenses are as follows:

(₹ in Lakhs)			
Activity	Estimated Expenses	As a % of the Total Estimated Issue Expenses	As a % of the Total Issue Size
Payment to Merchant Banker including, Underwriting, and Selling Commissions, Brokerages, Advisors to the Company, payment to other Intermediaries such as Legal Advisors, Registrars etc. and other out-of-pocket expenses.	81.00	81.00%	6.75%
Advertising and Marketing Expenses	3.00	3.00%	0.25%
Printing and Stationery Expenses, Distribution, and Postage Charges	4.00	4.00%	0.33%
ROC, Regulatory and Other Expenses including Listing Fee	12.00	12.00%	1.00%
Total estimated Issue expenses	100.00	100.00%	8.33%

⁽¹⁾ The SCSBs and other Intermediaries will be entitled to Processing Fees of ₹10/- Per Application Form for which the Shares are Allotted.

Schedule of Implementation

The entire amount of Issue Proceeds will be utilised during the Financial Year 2024-2025.

Deployment of Funds in the Objects

As certified by PPKG & Co, Chartered Accountants, vide their Certificate dated February 16, 2024 Our Company has incurred the following expenditure on the Objects:

(₹ in Lakhs)	
Particulars	Amount spent till January 31, 2024
Public Issue Expenses	13.19
Total	13.19

The above Funds were deployed from the Company's Internal Accruals.

Details of Balance Fund Deployment

(₹ in Lakhs)

Sl No	Particulars	Expenses Already Incurred till January 31, 2024	FY 2024-25	Total
1	Augmenting Additional Working Capital Requirements	-	850.00	850.00
2	General Corporate Purposes	-	250.00	250.00
3	Issue Related Expenses	13.19	86.81	100.00
	Total	13.19	1186.81	1,200.00

Interim Use of Funds

Pending utilization for the purposes described above, we undertake to temporarily Deposit the funds from the Net Proceeds only in the Scheduled Commercial Banks included in the Second Schedule of the Reserve Bank of India Act, 1934, for the necessary duration. In accordance with Section 27 of the Companies Act, 2013, Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the Equity Shares of any other Listed Company.

Appraisal Report

None of the Objects for which the Net Proceeds from the Issue will be utilised have been appraised by any Financial Institutions/Banks.

Bridge Loan

As of the date of this Draft Prospectus, Our Company has not raised any bridge loans which are required to be repaid from the Net Proceeds. However, depending on its business requirements, Our Company may consider raising Bridge Financing facilities, pending receipt of the Net Proceeds.

Monitoring of Utilization of Funds

As the size of the Issue will not exceed ₹10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the Management will monitor the utilization of the Net Issue Proceeds through our Audit Committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, Our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, Our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, Our Company shall not vary the Objects of the Issue without Our Company being authorized to do so by the Shareholders by way of a Special Resolution. In addition, the notice issued to the Shareholders in Relation to the passing of such Special Resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013.

Pursuant to the Companies Act 2013, the Promoters or controlling Shareholders will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to vary the Objects of the Issue at the fair market value of the Equity Shares as on the date of the Resolution of our Board recommending such variation in the terms of the contracts or the objects referred to in the Draft Prospectus, in accordance with such terms and conditions as may be specified on this behalf by SEBI.

Other Confirmations

No part of the Net Proceeds of the Issue will be utilized by Our Company as consideration to our Promoters, Members of the Promoter Group, Directors, Group Entities, or key Management personnel. Our Company has not entered into or is not planning to enter into any Arrangement/ Agreements with Promoters, Directors, Key Management Personnel, Associates, or Group Entities in Relation to the utilization of the Net Proceeds of the Issue.

BASIS FOR ISSUE PRICE`

The Issue Price is determined by Our Company in consultation with the Lead Manager. The Financial Data presented in this section are based on Our Company's Restated Financial Statements. Investors should also refer to the sections titled 'Risk Factors' and 'Financial Information' on Pages 16 and 110, respectively, to get a more informed view before making the Investment decision.

Qualitative Factors

For details of Qualitative factors please refer to the paragraph "Our Competitive Strengths" in "Our Business" beginning on Page 76.

Quantitative Factors (Based on Restated Financial Statements)

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

Period	Basic and Diluted EPS (₹)	Weights
FY 2023	6.33	3
FY 2022	2.89	2
FY 2021	(2.07)	1
Weighted Average	3.78	

EPS for the 9 months period ended December 31, 2023: ₹6.62/- (Not Annualised)

Notes:

1. Basic EPS and Diluted EPS calculations are in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share', notified under Section 133 of Companies Act, 2013 read together along with paragraph 7 of the Companies (Accounts) Rules, 2014.
2. Basic Earnings per Share = Net Profit / (Loss) After Tax, as Restated attributable to Equity Shareholders / Weighted Average Number of Shares outstanding during the year/ period.
3. Diluted Earnings per Share = Net Profit After Tax, as Restated / Weighted Average Number of Diluted Equity Shares outstanding during the year/ period.
4. The figures disclosed above are based on the Restated Financial Statements of Our Company.

2. Price to Earnings (P/E) ratio in Relation to Issue Price of ₹30/-

- a. Based on the Basic and Diluted EPS of ₹6.62/- as per Restated Financial Statements for the 9 months period ended December 31, 2023, the P/E ratio is 4.53
- b. Based on the Weighted Average EPS of ₹3.78/- as per Restated Financial Statements the P/E ratio is 7.93
- c. Industry P/E

Industry P/E	
▪ Highest	244.70
▪ Lowest	41.86
▪ Average	154.55

Notes:

(1) The Industry High and Low has been considered from the Industry Peer set provided later in this chapter. The Industry composite has been calculated as the Arithmetic Average P/E of the Industry Peer set disclosed in this Section. For further details, please see the paragraph entitled "Peer Competitors - Comparison of Accounting Ratios" on next page.

3. Return on Networth

Period	Return on Networth	Weights
FY 2023	0.37	3
FY 2022	0.23	2
FY 2021	0.06	1
Weighted Average	0.27	

RONW for the 9 months period ended December 31, 2023: 0.26 (Not Annualised)

4. **Minimum Return on increased Networth required to maintain the Pre-Issue EPS**

The Minimum Return on the increased Networth required maintaining Pre-Issue EPS:

A)Based on Weighted Average EPS of ₹3.78/-

At the Issue Price of ₹30/-:0.73based on Restated Financial Statements.

B)Based on Basic and Diluted EPS 9 months period ended December 31, 2023 of ₹6.62/-

At the Issue Price of ₹30/-: 2.40 based on Restated Financial Statements.

5. **Net Asset Value Per Equity Share**

- As of March 31, 2023: ₹17.15
- As of December 31, 2023 ₹12.26
- NAV Per Equity Share after the Issue is: ₹16.12
- Issue Price Per Equity Share is: ₹30/-

6. **Peer Competitors - Comparison of Accounting Ratios**

Name of the Company	CMP* (₹)	Face Value (₹)	EPS #	P/E Ratio#	RONW# (%)	NAV# (₹)
Concord Drugs Limited	40.19	10	0.96	41.86	2.81	34.03
Ganga Pharmaceuticals Limited	24.47	10	0.10	244.70	0.72	13.42
Ortin Laboratories Limited	21.25	10	0.12	177.08	(0.86)	13.36
Spectrogen Pharmachem Limited***	30.00	10	6.33	4.74	0.37	17.15

*Our Financial Information is derived from our Restated Financial Information for the year ended March 31, 2023.

#

Notes:

- (1) Source: All the financial information for Listed Industry Peers mentioned above is sourced from the Regulatory Filings made by aforesaid Companies to Stock Exchanges for the year ended March 31, 2023 to compute the corresponding Financial Ratios.
- (2) P/E figures for the Peers are based on Closing Market Prices of Equity Shares on BSE on February 21, 2024 divided by the EPS in table above.
- (3) Basic Earnings per Share = Net Profit After Tax, as Restated attributable to Equity Shareholders /Weighted Average Number of Shares outstanding during the year/ period.
- (4) Return on Networth (%) for Listed Industry Peers has been computed based on the Profit for the year ended March 31, 2023 divided by Total Equity as on March 31, 2023.
- (5) NAV Per Share for Listed Industry Peers is computed as the Total Equity as on March 31, 2023 divided by the outstanding number of Equity Shares as on March 31, 2023.

The Face Value of Equity Shares of Our Company is ₹10/-Per Equity Share and the Issue Price of ₹30/- is 3 times of the Face Value.

The Issue Price of ₹30/- is determined by Our Company, in consultation with the Lead Manager, is justified based on the above Accounting Ratios. For further details, please refer to the section titled 'Risk Factors', and chapters titled 'Our Business' and 'Financial Information' beginning on Pages 16, 76 and 110, respectively of the Draft Prospectus.

7. **Key Operational and 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

The KPIs disclosed below have been approved by a Resolution of our Audit Committee dated February 16, 2024 and the Members of the Audit Committee have verified the details of all KPIs pertaining to Our Company. Further, the Members of the Audit Committee have confirmed that there are no KPIs pertaining to Our Company that have been disclosed to any Investors at any point of time during the three-year period prior to the date of filing of this Draft Prospectus. Further, the

KPIs herein have been certified by M/s PPKG & Co, Chartered Accountants, Chartered Accountants, by their Certificate dated February 16, 2024.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of Our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilisation of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a Member of an Expert body as required under the SEBI ICDR Regulations.

Financial KPIs of Our Company

(₹ in Lakhs, except for percentage)

Particulars	For Nine Months period ended December 31, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Revenue from Operations	1,391.52	820.94	1,238.78	-
Total Income	1,391.94	820.94	1,238.78	-
EBITDA ⁽¹⁾	227.04	43.96	9.64	-
EBITDA Margin (%) ⁽²⁾	16.31	5.35	0.78	-
PAT	125.85	17.93	2.89	(0.56)
PAT Margin (%)	9.04	21.84	0.23	-
Net Debt ⁽³⁾	153.19	163.07	111.16	(1.90)
Total Equity/Networth	0.82	0.58	0.81	1.05
ROE (%) ⁽⁴⁾	0.26	0.37	0.23	0.06
ROCE (%) ⁽⁵⁾	0.33	0.18	0.06	0.07
EPS (Basic & Diluted) ⁽⁶⁾	6.62	12.66	2.89	(2.07)

⁽¹⁾EBITDA = Profit Before Tax + Depreciation & Amortization Expense + Finance Cost

⁽²⁾EBITDA Margin = EBITDA/ Total Income

⁽³⁾Net Debt = Non-Current Borrowing + Current Borrowing - Cash and Cash Equivalent, Bank Balance, and Investment in Mutual Funds

⁽⁴⁾ROE = Net Profit After Tax /Total Equity

⁽⁵⁾ROCE = Profit Before Tax and Finance Cost / Capital Employed*

*Capital Employed = Total Equity + Non-Current Borrowing + Current Borrowing + Deferred Tax Liabilities – Intangible Assets

⁽⁶⁾EPS = Net Profit After Tax, as restated, attributable to Equity Shareholders divided by weighted average number of Equity Shares outstanding during the year/ period.

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.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall Profitability and Financial Performance of our Business.
Networth	Networth 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.
Net Debt	Net Debt helps the Management to determine whether a Company is over-leveraged or has too much Debt given its Liquid Assets

Debt-Equity Ratio (times)	The Debt-to-Equity Ratio compares an Organization's Liabilities to its Shareholders' Equity and is used to gauge how much debt or leverage organization is using.
RoE (%)	RoE provides how efficiently Our Company generates Profits from Shareholders' Funds.
RoCE (%)	ROCE provides how efficiently Our Company generates earnings from the Capital employed in the business.

Set forth below are the details of comparison of Key Performance of Indicators with our Listed Industry Peers:

(₹ in Lakhs)

	Concord Drugs Limited		Ganga Pharmaceuticals Limited		Ortin Laboratories Limited	
Parameters	FY 2023	FY 2022	FY 2023	FY 2022	FY 2023	FY 2022
Revenue from Operations	5,131.43	5,895.65	258.63	248.90	602.03	823.08
Total Income	5,132.31	5,905.73	288.45	274.76	606.23	842.52
EBITDA ⁽¹⁾	435.26	569.33	30.29	30.06	(56.27)	(56.99)
EBITDA Margin (%) ⁽²⁾	8.48%	9.64%	10.50%	10.94%	(9.28%)	(6.76%)
PAT	89.22	159.43	3.93	3.79	(9.36)	(39.87)
PAT Margin (%)	1.74%	2.70%	1.43%	1.38%	(1.54%)	(4.73%)
Net Debt ⁽³⁾	1,470.56	1,558.08	179.94	190.71	619.08	565.25
Total Equity	3,170.42	2,836.06	545.01	541.08	1,086.49	1,095.69
ROE (%) ⁽⁴⁾	2.81%	5.62%	0.72%	0.70%	(0.86%)	(3.64%)
ROCE (%) ⁽⁵⁾	5.84%	8.80%	3.38%	3.35%	1.78%	1.59%
EPS (Basic) ⁽⁶⁾	0.96	1.82	0.10	0.09	(0.12)	(0.49)
EPS (Diluted) ⁽⁶⁾	0.96	1.82	0.10	0.09	(0.12)	(0.49)

Note: (1) Source: All the financial information for Listed Industry peers mentioned above is sourced from the Regulatory Filings made by aforesaid Companies to Stock Exchanges for the respective years / period to compute the corresponding Financial Ratios/

(1) EBITDA = Profit Before Tax + Depreciation and Amortization Expense + Finance Cost.

(2) EBITDA Margin = EBITDA/ Total Income.

(3) Net Debt = Non-Current Borrowing + Current Borrowing - Cash and Cash Equivalent, Bank Balance, and Investment in Mutual Funds.

(4) ROE = Net Profit After Tax /Total Equity

*(5) ROCE = Profit Before Tax and Finance Cost / Capital employed**

**Capital employed = Total Equity +Non-Current Borrowing + Current Borrowing + Deferred Tax Liabilities – Intangible Assets*

(6) EPS = Net Profit After Tax, as Restated, attributable to Equity Shareholders divided by weighted average number of Equity Shares outstanding during the year/ period.

Weighted Average Cost of Acquisition

- a) The Price Per Equity Share of Our Company based on the primary/ New Issue of Shares (Equity / Convertible Securities). There has been no issuance of Equity Shares or Convertible Securities, other than Equity Shares issued as mentioned below, during the 18 months preceding the date of this Draft Prospectus, where such issuance is equal to or more than 5% of the fully diluted Paid-up Share Capital of the Company (calculated based on the Pre-Offer capital before such transaction(s) and excluding Employee Stock Options granted but not vested), in a single transaction or multiple transactions combined together over a span of 30 days.

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Paid-up Share Capital	Cumulative Share Premium
07-01-2023	1,83,000	10	10	Preferential Allotment	Cash	2,83,000	28,30,000	-
30-09-2023	10,36,600	10	30	Preferential Allotment	Cash	13,19,600	1,31,96,000	2,63,92,000
19-10-2023	26,39,200	10	-	Bonus Allotment in the ratio of 2:1	-	39,58,800	3,95,88,000	-
02-02-2024	17,00,000	10	30	Preferential Allotment	Cash	56,58,800	5,65,88,000	6,03,92,000
07-02-2024	39,61,160	10	-	Bonus Allotment in the ratio of 7:10	-	96,19,960	9,61,99,600	-
Weighted Average Cost of Acquisition								8.04

- b) The Price Per Share of Our Company based on the Secondary Sale / Acquisition of Shares (Equity / Convertible Securities)

Other than as mentioned below, there have been no Secondary Sale / Acquisitions of Equity Shares or any Convertible Securities, where the Promoters, Members of the Promoter Group, Selling Shareholders, or Shareholder(s) having the right to nominate Director(s) in the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either Acquisition or Sale is equal to or more than 5% of the fully diluted Paid-up Share Capital of the Company (calculated based on the Pre-Offer Capital before such transaction/s and excluding Employee Stock Options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of Allotment / Transfer	Nature of Acquisition (Allotment / Acquired / Transfer)	Number of Equity Shares	Face Value per Equity Share (In ₹)	Issue Price / Acquisition Price / Transfer Price Per Equity Share (In ₹)	Nature of Consideration	Percentage of Pre-Issue Equity Share Capital (%)	Percentage of Post-Issue Equity Share Capital (%)
Venkata Rao Sadhanala							
January 16, 2023 to November 30, 2023	Transfer	36,400	10	10	Cash	0.38	0.03
Viswa Prasad Sadhanala							
March 31, 2023 to November 30, 2023	Transfer	90,000	10	10	Cash	0.94	0.07
Devireddy Srinivasa Reddy							
January 16, 2023 to November 30, 2023	Transfer	1,51,400	10	10	Cash	1.57	0.11
Grand Total		2,77,800				2.89	0.20

c) **Weighted Average Cost of Acquisition, Issue Price**

Types of Transactions	Weighted Average Cost of Acquisition (₹ per Equity Share)	Issue Price (₹ 30/-)
Weighted Average Cost of Acquisition of Primary / New Issue as per paragraph above	8.04	3.73 times
Weighted Average Cost of Acquisition for Secondary Sale / Acquisition as per paragraph above.	10	3 times

The Face Value of Equity Shares of Our Company is ₹10/- Per Equity Share and the Issue Price will be 3 times of the Face Value of the Equity Shares.

The Issue Price of ₹30/-has been determined by Our Company in consultation with the Lead Manager. Our Company, in consultation Lead Manager, is justified of the Issue Price in view of the above Accounting Ratios. For further details, please refer to the Section titled 'Risk Factors' and Chapters titled 'Our Business' beginning on Pages 16 and 76 respectively.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO SPECTROGEN PHARMACHEM LIMITED AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

To

The Board of Directors**Spectrogen Pharmachem Limited**

Sy. No. 115, First Floor, Brig Sayeed Road

Hanumanji Colony, Bowenpally Manovikas Nagar, Tirumalagiri

Secunderabad, Telangana – 500009

Dear Sirs,

Sub: Statement of possible Special Tax Benefits ("the Statement") available to M/s Spectrogen Pharmachem Limited ("the Company") and Shareholders prepared in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations, 2018, as amended ("the Regulations")

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible Special Tax Benefits available to the Company and the Shareholders of the Company under the Income Tax Act, 1961 ("Act") as amended by the Finance Act, 2023 (i.e., applicable to Financial Year 2023-24 relevant to Assessment Year 2024-25), presently in force in India. Several of these benefits are dependent on the Company or its Shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its Shareholders to derive the Special Tax Benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed annexure cover only Special Tax Benefits available to the Company and its Shareholders and do not cover any general tax benefits available to the Company or its Shareholders. This statement is only intended to provide general information to the Investors and is neither designed nor intended to be a substitute for professional tax advice. A Shareholder is advised to consult his/ her/ its own Tax Consultant with respect to the Tax implications arising out of his/her/its participation in the proposed Issue, particularly in view of ever-changing Tax Laws in India.

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

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

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

No assurance is given that the revenue Authorities / Courts will concur with the views expressed herein. The views are based on the existing provisions of Law and its interpretation, which are subject to change from time-to-time. We would not assume responsibility to update the view, consequence to such change. We shall not be liable to Company for any claims, Liabilities or expenses Relating to this assignment except to the extent of fees Relating to this assignment, as finally judicially determined to have resulted primarily from bad faith of intentional misconduct.

The enclosed annexure is intended for your information and for inclusion in this Draft Prospectus / Draft Prospectus in connection with the proposed Issue of Equity Shares and is not to be used, referred to or distributed for any other purpose without our written consent.

For M/s PPKG & Co
Chartered Accountants
Firm Registration No.: 0009655S

Date: February 16, 2024

Place: Hyderabad

Sd/-
Girdhari Lal Toshniwal
Partner
Membership No. 205140
UDIN: 24205140BKALHJ7844

Annexure**Statement of Possible Special Tax Benefits available to the Company and its Shareholders**

Outlined below are the Possible Special Tax Benefits available to the Company and its Shareholders under the Current Direct Tax Laws in India for the Financial Year 2023-24.

A. Special Tax Benefits to the Company under the Income Tax Act, 1961

The Company is not entitled to any Special Tax Benefits under the Act.

B. Special Tax Benefits to the Shareholders under the Income Tax Act, 1961

The Shareholders of the Company are not entitled to any Special Tax Benefits under the Act.

SECTION V: ABOUT THE COMPANY INDUSTRY OVERVIEW

The information in this section has been extracted from reports publicly available documents and information, including, but not limited to, materials issued or commissioned by the Government of India and certain of its ministries, Trade and Industry-specific publications and other relevant third-party sources.

Industry websites and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy and completeness are not guaranteed, and their reliability cannot be assured. While the Company has exercised reasonable care in relying on such Government, Industry, market and other relevant data in this document, it has not been independently verified by the Company or any of its advisors, nor the Lead Manager or any of its respective advisors, and should not be relied on as if it had been so verified.

INDIAN ECONOMY

INTRODUCTION

Strong Economic Growth in the first quarter of FY 2022-23 helped India overcome the UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. Real GDP in the first quarter of 2022-23 is currently about 4% higher than its corresponding 2019-20, indicating a strong start for India's recovery from the pandemic. Given the release of pent-up demand and the widespread vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022-2023. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the Government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The Contract Based Services Sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-September 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

MARKET SIZE

India's nominal GDP at current prices was estimated at ₹ 232.15 trillion (US\$ 3.12 trillion) in FY22. With more than 100 unicorns valued at US\$ 332.7 Billion, India has the third-largest unicorn base in the world. The Government is also focusing on renewable sources to generate energy, and is planning to achieve 40% of its energy from non-fossil sources by 2030. According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 and 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between this period. India's current account deficit (CAD), primarily driven by an increase in the Trade deficit, stood at 1.2% of GDP in 2021-22.

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

ROAD AHEAD

In the second quarter of FY 2022-23, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2022. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked fifth in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

India's economic story during the first half of the current Financial Year highlighted the unwavering support the Government gave to its Capital Expenditure, which, in FY 2022-23 (until August 2022), stood 46.8% higher than the same period last year. The ratio of Revenue Expenditure to capital outlay decreased from 6.4 in the previous year to 4.5 in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation as a result of improved tax compliance, increased profitability of the Company, and increasing economic activity also contributed to rising capital spending levels.

Despite the continued global slowdown, India's exports climbed at the second highest rate this quarter. With a reduction in port congestion, supply networks are being restored. The CPI-C and WPI inflation reduction from April 2022 already reflects the impact. In August 2022, CPI-C inflation was 7.0%, down from 7.8% in April 2022. Similarly, WPI inflation has decreased from 15.4% in April 2022 to 12.4% in August 2022. With a proactive set of administrative actions by the Government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

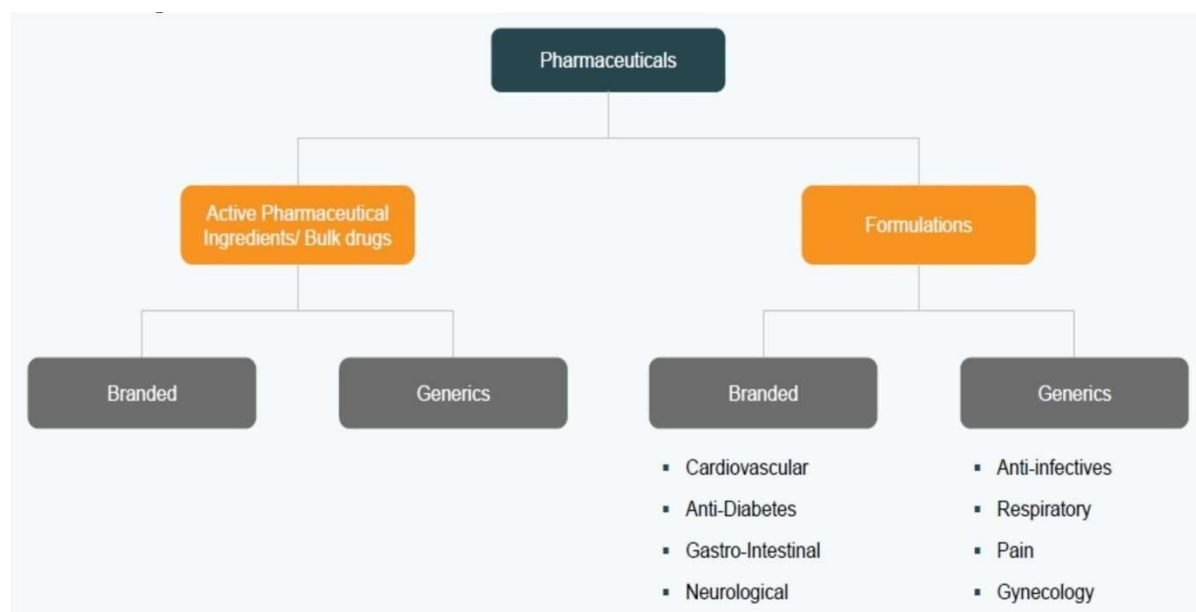
INDIAN PHARMACEUTICAL INDUSTRY

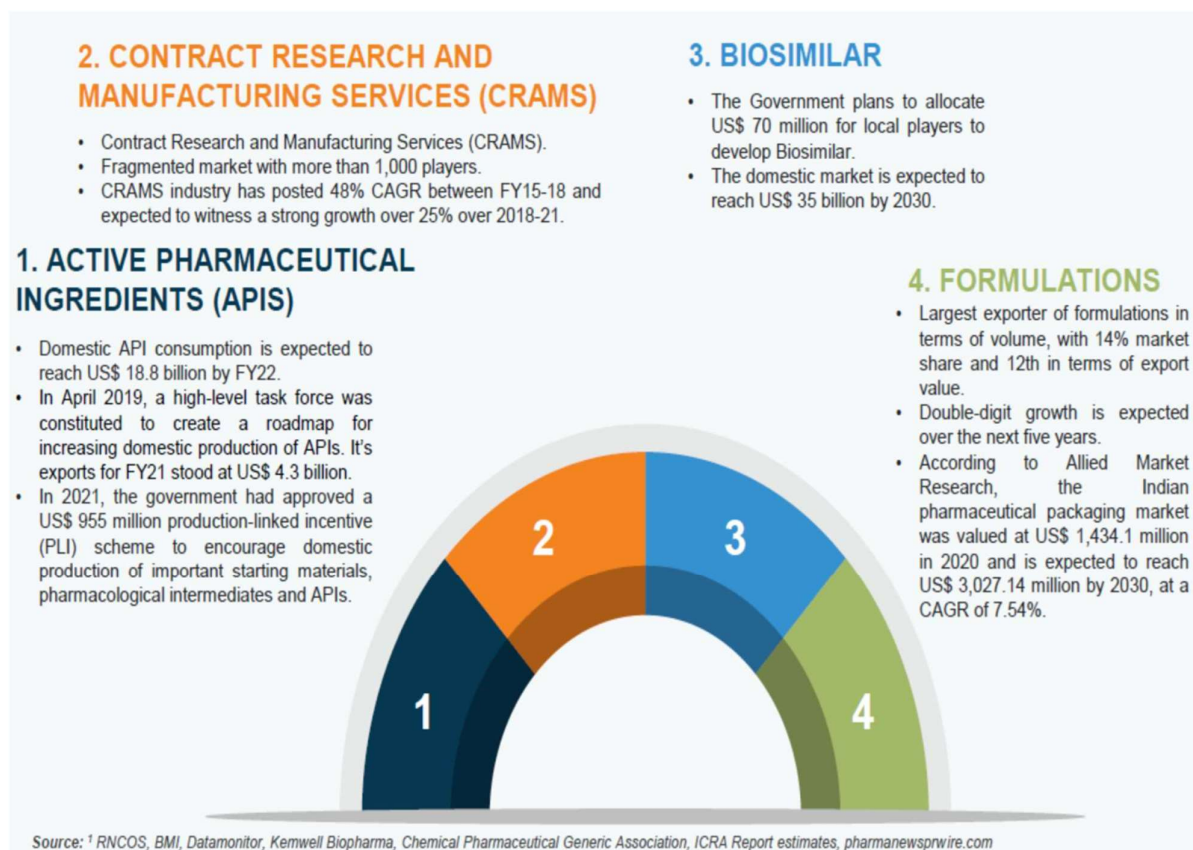
INTRODUCTION

India is the largest provider of Generic Drugs globally and is known for its affordable Vaccines and Generic Medications. The Indian Pharmaceutical Industry is currently ranked third in Pharmaceutical Production by volume after evolving over time into a thriving Industry growing at a CAGR of 9.43% since the past nine years. Generic Drugs, Over-The-Counter Medications, Bulk Drugs, Vaccines, Contract Research & Manufacturing, Biosimilars, and Biologics are some of the major segments of the Indian Pharma Industry. India has the most number of Pharmaceutical Manufacturing Facilities that are in compliance with the US Food and Drug Administration (USFDA) and has 500 API producers that make for around 8% of the worldwide API market.

Indian Pharmaceutical Sector supplies over 50% of global demand for various vaccines, 40% of generic demand in the US and 25% of all medicine in the UK. The Domestic Pharmaceutical Industry includes a network of 3,000 drug companies and ~10,500 Manufacturing Units. India enjoys an important position in the Global Pharmaceuticals Sector. The country also has a large pool of scientists and engineers with a potential to steer the Industry ahead to greater heights. Presently, over 80% of the Anti-retroviral Drugs used globally to combat AIDS (Acquired Immune Deficiency Syndrome) are supplied by Indian Pharmaceutical Firms. India is rightfully known as the "Pharmacy of the World" due to the low cost and high quality of its medicines.

Structure of Pharmaceuticals Sector in India





Indian Pharmaceutical Industry is known for its Generic Medicines and low-cost vaccines globally. Transformed over the years as a vibrant sector, presently Indian Pharma ranks third in the Pharmaceutical Production by volume. The Pharmaceutical Industry in India is the third largest in the world in terms of volume and 14th largest in terms of value. The Pharma sector currently contributes to around 1.72% of the country's GDP.

According to a recent EY FICCI report, as there has been a growing consensus over providing new innovative therapies to patients, Indian Pharmaceutical Market is estimated to touch US\$ 130 Billion in value by the end of 2030. Meanwhile, the global market size of Pharmaceutical Products is estimated to cross over the US\$ 1 Trillion mark in 2023.

MARKET SIZE

Market Size of India Pharmaceuticals Industry is expected to reach US\$ 65 Billion by 2024, and ~US\$ 130 Billion by 2030. According to the Government data, the Indian Pharmaceutical Industry is worth approximately US\$ 50 Billion with over US\$ 25 Billion of the value coming from exports. About 20% of the Global Exports in Generic Drugs are met by India.

India is among the top 12 destinations for Biotechnology worldwide and 3rd largest destination for Biotechnology in Asia Pacific. In 2022, India's Biotechnology Industry crossed US\$ 80.12 Billion, growing 14% from the previous year.

During FY18 to FY23, the Indian Pharmaceutical Industry logged a Compound Annual Growth Rate (CAGR) of 6-8%, primarily driven by an 8% increase in exports and a 6% rise in the Domestic Market.



The Domestic Pharmaceutical Industry would likely reach US\$ 57 Billion by FY25 and see an increase in operating margins of 100-150 basis points (bps).

The Indian Pharmaceutical Industry has seen a massive expansion over the last few years and is expected to reach about 13% of the size of the Global Pharma Market while enhancing its quality, affordability, and innovation.

The Biosimilars Market in India is estimated to grow at a compounded annual growth rate (CAGR) of 22% to become US\$ 12 Billion by 2025. This would represent almost 20% of the Total Pharmaceutical Market in India.

India is the 3rd largest producer of API accounting for an 8% share of the Global API Industry. About 500+ different APIs are manufactured in India, and it contributes 57% of APIs to prequalified list of the WHO.

The Current Market Size of the Medical Devices Sector in India is estimated to be US\$ 11 Billion and its share in the Global Medical Device Market is estimated to be 1.5%.

Indian pharma companies have a substantial share in the prescription market in the US and EU. The largest number of FDA-approved plants outside the US is in India.

According to the Indian Economic Survey 2021, the domestic market is expected to grow 3x in the next decade. India's domestic pharmaceutical market stood at US\$ 42 Billion in 2021 and is likely to reach US\$ 65 Billion by 2024 and further expand to reach US\$ 120-130 Billion by 2030. India's Biotechnology Industry comprises Biopharmaceuticals, Bio-Services, Bio-Agriculture, Bio-Industry, and Bio-Informatics. The Indian Biotechnology Industry was valued at US\$ 70.2 Billion in 2020 and is expected to reach US\$ 150 Billion by 2025. India's medical devices market stood at US\$ 10.36 Billion in FY20. The market is expected to increase at a CAGR of 37% from 2020 to 2025 to reach US\$ 50 Billion. As of August 2021, CARE Ratings expect India's Pharmaceutical business to develop at an annual rate of ~11% over the next two years to reach more than US\$ 60 Billion in value.

In the Global Pharmaceuticals Sector, India is a significant and rising player. India is the world's largest supplier of generic medications, accounting for 20% of the worldwide supply by volume and supplying about 60% of the global vaccination demand. The Indian Pharmaceutical Sector is worth US\$ 42 Billion worldwide. In August 2021, the Indian pharmaceutical market increased at 17.7% annually, up from 13.7% in July 2020. According to India Ratings & Research, the Indian pharmaceutical market revenue is expected to be over 12% Y-o-Y in FY22.

EXPORTS

Pharmaceutical is one of the top ten attractive sectors for Foreign Investment in India. The Pharmaceutical Exports from India reach more than 200 nations around the world, including highly Regulated markets of the USA, West Europe, Japan, and Australia. India supplied around 45 tonnes and 400 million tablets of hydroxychloroquine to around 114 countries globally.

India's Drugs and Pharmaceuticals Exports stood at ₹2,08,231 Crores (US\$ 25.3 Billion) for FY23, as per the data by Pharmexcil.

India's exports of Drugs & Pharmaceuticals stood at US\$ 6.59 Billion during April-June 2023.

Exports of Drugs & Pharmaceuticals was estimated to be at US\$ 2.48 Billion in March, 2023 and shared 6.47% of the total exports of the month.

India is the 12th largest exporter of medical goods in the world. Indian drugs are exported to more than 200 countries in the world, with US being the key market. Generic Drugs account for 20% of the global export in terms of volume, making the country the largest provider of generic medicines globally. Indian drug & pharmaceutical exports stood at US\$ 24.60 Billion in FY22 and US\$ 24.44 Billion in FY21. Indian drug & pharmaceutical exports stood at US\$ 2.19 Billion in September 2022.

INVESTMENTS AND RECENT DEVELOPMENTS

The Indian Pharmaceuticals Industry plays a prominent role in the Global Pharmaceuticals Industry. India ranks third worldwide for production by volume and 14th by value.

In this regard the sector has seen a lot of Investments and developments in the recent past.

- Up to 100%, FDI has been allowed through automatic route for Greenfield Pharmaceuticals Projects. For Brownfield pharmaceuticals projects, FDI allowed is up to 74% through automatic route and beyond that through Government approval.
- The FDI inflows in the Indian drugs and pharmaceuticals sector reached US\$ 21.46 Billion between April 2000-March 2023. This constitutes almost 3.38% of the total FDI inflow received across sectors
- In August 2023, Union Minister for Labour & Employment and Environment, Forest and Climate Change Mr. Bhupender Yadav launched Chemotherapy Services in 30 ESIC Hospitals across the country.
- An MoU was signed on June 4, 2023, between the Indian Pharmacopoeia Commission (IPC), Ministry of Health & Family Welfare, Government of India and Ministry of Health, Government of Suriname for Recognition of Indian Pharmacopoeia (IP) in Suriname.
- In May 2023, the Ministry of Minority Affairs and the Ministry of Ayush joined hands to advance the Unani System of Medicine in India.
- Prime Minister Mr. Narendra Modi during his Independence Day 2023 speech said that the Government has plans to increase the number of 'Jan Aushadhi Kendras' from 10,000 to 25,000.
- The Department of Pharmaceuticals will soon launch the Scheme for the Promotion of Research and Innovation in Pharma (PRIP) Med-Tech Sector. The Scheme has been approved by the Union Cabinet for a period of five years starting from 2023-24 to 2027-28 with a total outlay of ₹ 5,000 Crores (US\$ 604.5 million).
- Emcure Pharmaceuticals Limited (EPL) becomes the first-ever Company to launch Orofer FCM 750, a new extension of its Parenteral Iron Brand containing Ferric Carboxymaltose (FCM). The dose is suitable for the majority of Indian Patients with iron deficiency and iron deficiency anemia.
- Japanese companies have been invited to Invest in the Indian Pharmaceutical and Medical Device Industry. The co-operation between Pharmaceutical Traders Association and Japan Federation of Medical Devices Associations of the two countries can contribute to stabilize the global supply-chain especially of APIs and Medical Devices.
- Sun Pharmaceutical Industries Limited announced the successful completion of its acquisition of Concert Pharmaceuticals, Inc. on March 6, 2023, a late-stage clinical biopharmaceutical Company that is developing Deuruxolitinib, a novel, deuterated, oral JAK1/2 inhibitor, for the potential treatment of adult patients with moderate to severe Alopecia Areata.

- Glenmark Pharmaceuticals Ltd. (Glenmark), an innovation-driven, Global Pharmaceutical Company, is the first to launch a unique I.V. injection Formulation, Akynzeo I.V., in India for the prevention of chemotherapy-induced nausea and vomiting (CINV), under an Exclusive Licensing Agreement with Helsinn, a Swiss biopharma group Company.
- Entod Pharmaceuticals launched its new ocular aesthetic range focused on improving eye comfort and enhancing the aesthetics of the eyes.
- BDR Pharmaceutical launched the first generic apalutamide (brand name Apatide) in India to treat both metastatic castration sensitive prostate cancer as well as non-metastatic castration resistant prostate cancer. The product will be available across India.
- Anglo French Drugs & Industries Limited (AFDIL), a 99-year-old organization in the Pharmaceutical Sector, announced that it has entered into the fertility space with the launch of the LYBER range.
- Eli Lilly introduces Ramiven in India, for certain high-risk early breast cancer patients in November 2022.
- ICPA Health Products Ltd (ICPA), a leading Pharma Company in the oral healthcare segment, launched its latest product – Heximetro at the Annual Conference of the Indian Society of Periodontology (ISP) in November 2022.
- The FDI Inflows in the Indian Drugs and Pharmaceuticals Sector reached US\$ 19.90 Billion between April 2000 – June 2022.
- The Indian drugs and pharmaceuticals sector received cumulative FDIs worth US\$ 19.41 Billion between April 2000-March 2022.
- The Foreign Direct Investment (FDI) Inflows in the Indian Drugs and Pharmaceuticals Sector reached US\$ 1,414 Million between in FY 2021-22.
- The Indian Pharmaceutical Industry generated a Trade surplus of US\$ 15.81 Billion in FY22.
- Medical Device Industry is expected to reach US\$ 50 Billion by 2030 growing at a CAGR of 15%.
- In November 2022, Sun Pharma and SPARC entered into a license agreement for commercialization of phenobarbital for injection in the US.
- Glenmark becomes the First Company in India to launch Teneeligiptin + Dapagliflozin Fixed Dose Combination in October 2022.
- In October 2022, Lupin signed an agreement to acquire two inhalation brands from Sunovion Pharmaceuticals Inc.
- Dr. Reddy's Laboratories announced the launch of Lenalidomide Capsules in the U.S. with two of six strengths eligible for first-to-market, 180-day exclusivity in September 2022.
- In June 2022, Cipla partnered with Drugs for Neglected Diseases Initiative (DNDI) to announce the launch of a 4-in-1 antiretroviral treatment for children living with HIV in South Africa.
- Glenmark becomes the first Pharmaceutical Company to launch Indacaterol + Mometasone fixed-Dose combination drug for Asthma in India.
- In May 2022, Sun Pharmaceutical Industries Limited through one of its wholly owned subsidiaries plans to launch Bempedoic Acid under the brand name Brillo, in India for reducing low-density lipoprotein (LDL) cholesterol.
- In May 2022, Dr. Reddy's Laboratories enters into exclusive partnership with HK Inno.N Corporation to commercialise novel molecule Tegoprazan in India & select emerging markets.
- In April 2022, Dr Reddy's Laboratories Ltd. inked a pact with Medi Cane Health to announce the launch of medical cannabis products in Germany.

- The Union Cabinet have its nod for the amendment of existing Foreign Direct Investment (FDI) policy in the Pharmaceutical Sector in Order to allow FDI up to 100% under the automatic route for manufacturing of medical devices subject to certain conditions.
- In March 2022, Themis Medicare Ltd. (Themis), announced the approval of its antiviral drug VIRALEX by the Drug Controller General of India (DCGI).
- The National Digital Health Blueprint has the potential to generate nearly US\$ 200 Billion in added economic value for India's healthcare Industry over the next 10 year
- In October 2021, AstraZeneca India launched a Clinical Data and Insights (CDI) division to further strengthen its global presence and manage data-Related aspects of its clinical trials.
- In September 2021, the Indian Government contributed US\$ 4 Billion to the pharmaceutical and medical industries.
- In August 2021, Uniza Group, an Ahmedabad-based pharmaceutical firm, signed an agreement with Lysulin Inc. (an US-based firm) to introduce Lysulin, a nutritional product for Indian consumers
- In May 2021, Indian Immunologicals Ltd. (IIL) and Bharat Immunologicals and Biologicals Corporation (BIBCOL) inked technology transfer pacts with Bharat Biotech to develop the vaccine locally to boost India's vaccination drive. The two PSUs plan to start production of vaccines by September 2021.

GOVERNMENT INITIATIVES

Some of the initiatives taken by the Government to promote the Pharmaceutical Sector in India are as follows:

- As per the Union Budget 2023-24:
 - A mission to eliminate sickle cell anemia by 2047 will be launched. It would involve raising awareness, conducting a comprehensive screening of seven crore individuals in the impacted tribal regions between the ages of 0 and 40, and providing counselling through coordinated efforts.
 - For innovation in the Pharmaceutical Sector, through centres of excellence, a new initiative to encourage pharmaceutical research and innovation will be implemented. The Government persuades business to spend money on R&D in a few chosen priority fields. At the grassroots level, Government has also announced on building 157 nursing colleges in co-location with Government medical colleges.
- The Union Cabinet, on April 26, 2023, approved the National Medical Devices Policy, 2023. The National Medical Devices Policy, 2023 is expected to facilitate an Orderly growth of the medical device sector to meet the public health objectives of access, affordability, quality and innovation.
- Ayushman Bharat Digital Mission (ABDM):
 - Under the ABDM, citizens will be able to create their ABHA (Ayushman Bharat Health Account) numbers, to which their digital health records can be linked. This will enable creation of longitudinal health records for individuals across various healthcare providers and improve clinical decision making by healthcare providers.
 - The pilot of ABDM is completed in the Six Union Territories of Ladakh, Chandigarh, Dadra & Nagar Haveli and Daman & Diu, Puducherry, Andaman and Nicobar Islands and Lakshadweep with successful demonstration of technology platform developed by the NHA.
- During the pilot, digital sandbox was created in which more than 774 partner solutions are undergoing integration. As of September 4, 2023, 450,164,619 Ayushman Bharat Health Accounts have been created and 224,967 doctors and 218,602 health facilities have been registered in ABDM.
- Scheme for Development of Pharma Industry – Umbrella Scheme:

- The Department of Pharmaceuticals has prepared an Umbrella Scheme namely 'Scheme for Development of Pharma Industry'. Which comprises of the following sub schemes:
 - Assistance to Bulk Drug Industry for Common Facilitation Centres
 - Assistance to Medical Device Industry for Common Facilitation Centres
 - Assistance to Pharmaceutical Industry (CDP-PS)
 - Pharmaceutical Promotion and Development Scheme (PPDS)
 - Pharmaceutical Technology Upgradation Assistance Scheme (PTUAS)
- As per the Union Budget 2022-23:
 - ₹3,201 Crores (US\$ 419.2 million) has been set aside for research and ₹83,000 Crores (US\$ 10.86 Billion) has been allocated for the Ministry of Health and Family Welfare.
 - ₹ 37,000 Crores (US\$ 4.83 Billion) has been allocated to the 'National Health Mission'.
 - ₹10,000 Crores (US\$ 1.28 Billion) has been allocated to Pradhan Mantri Swasthya Suraksha Yojana.
 - The Ministry of AYUSH has been allocated ₹3,050 Crores (US\$ 399.4 million), up from ₹2,970 Crores (US\$ 389 million).
- In March 2022, under the Strengthening of Pharmaceutical Industry (SPI) Scheme, a total financial outlay of ₹500 Crores (US\$ 665.5 million) for the period FY22 to FY26 were announced.
- India could restart deliveries of COVID-19 shots to global vaccine-sharing platform COVAX in November-December 2021 for the first time since April 2021. The World Health Organization (WHO), which co-leads COVAX, has been pushing India to resume supplies for the programme, particularly after it sent ~4 million doses to neighbours and allies in October 2021.
- In November 2021, PM Mr. Narendra Modi inaugurated the first Global Innovation Summit of the pharmaceuticals sector. The summit will have 12 sessions and over 40 national and international speakers deliberating on a range of subjects including Regulatory environment, funding for innovation, Industry-academia collaboration and innovation infrastructure.
- In August 2021, Union Health Minister, Mr. Mansukh Mandaviya announced that an additional number of pharmaceutical companies in India are expected to commence manufacturing of anti-coronavirus vaccines by October-November 2021. This move is expected to further boost the vaccination drive across the country.
- In June 2021, Finance Minister Ms. Nirmala Sitharaman announced an additional outlay of ₹197,000 Crores (US\$ 26,578.3 million) that will be utilised over five years for the pharmaceutical PLI scheme in 13 key sectors such as active pharmaceutical ingredients, drug intermediaries and key starting materials.
- To achieve self-reliance and minimise import dependency in the country's essential bulk drugs, the Department of Pharmaceuticals initiated a PLI scheme to promote domestic manufacturing by setting up Greenfield Plants with minimum domestic value addition in four separates 'Target Segments' with a cumulative outlay of ₹6,940 Crores (US\$ 951.27 million) from FY21 to FY30.
- In May 2021, under Atmanirbhar Bharat 3.0, Mission COVID Suraksha was announced by the Government of India to accelerate development and production of indigenous COVID vaccines. To augment the capacity of indigenous production of Covaxin under the mission, the Department of Biotechnology, Government of India, provided financial support in the form of a grant to vaccine manufacturing facilities for enhanced production capacities, which is expected to reach >10 Crores doses per month by September 2021.

ROAD AHEAD

The Pharmaceutical Industry in India is a significant part of the nation's foreign Trade and offers lucrative potential for Investors Millions of people around the world receive affordable and inexpensive generic medications from India, which also runs a sizable number of plants that adhere to Good Manufacturing Practices (GMP) standards set by the World Health Organization (WHO) and the United States Food and Drug Administration (USFDA). Among nations that produce pharmaceuticals, India has long held the top spot. Medicine spending in India is projected to grow 9-12% over the next five years, leading India to become one of the top 10 countries in terms of medicine spending. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers, which are on the rise. The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. The National Health Protection Scheme, which aims to offer universal healthcare, the ageing population, the rise in chronic diseases, and other Government programmes, including the opening of pharmacies that offer inexpensive generic medications, should all contribute to boost the Indian Pharmaceutical Industry. Speedy introduction of Generic Drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

References: Consolidated FDI Policy, Press Information Bureau (PIB), Media Reports, Pharmaceuticals Export Promotion Council, AIOCD-AWACS, IQVIA, Union Budget 2023-24

ANALYTICAL TESTING

Global Market Analysis

The Pharmaceutical Analytical Testing Market size is estimated at USD 8.98 Billion in 2024, and is expected to reach USD 13.43 Billion by 2029, growing at CAGR of 8.41% during the Forecast Period (2024-2029).

Analytical Testing is required at all phases of the Drug Development to monitor accuracy, efficiency, and safety. Due to uncontrolled and sudden increase in covid-19 cases, the development of Biosimilars, Combination Molecules, and other innovative vaccines and medicines has grown, which has resulted in an increased demand for significant Bio-Analytical Testing such as Electrophoresis, Electrochemical and Titrimetric Assays, and Immuno-Assays.

In addition, the increasing number of Clinical Trials, focus on Analytical Testing of Biologics and Biosimilars and increased trend of outsourcing laboratory testing services are actively affecting the growth of the studied Market. According to the FDA Drug Recall Statistics, approximately 1,279 Drugs are recalled every year globally, and 94% of FDA Drug recalls have been in the United States, followed by 4% of FDA drug recalls in Canada in 2021. From 2012 to 2021, the FDA issued 12,028 Drug recalls in the United States. This emerges the need to test the products and ensure public safety before they are Marketed. Medicines are intended for a better outcome in humans and animals as the poor quality of medicines would affect the health of the Patients and the Funding systems. Therefore, Analytical Testing holds an important role in ensuring the safety and efficacy of the Drugs.

The impact of COVID-19 on the Pharmaceutical Analytical Market was significant owing to the increase in demand for developing new drug candidates and vaccines to control the spread of the corona virus disease. An increase in the R&D Activities, Collaborations, and Strategic Partnerships is expected to drive Market growth.

Therefore, owing to the aforementioned factors the studied Market is anticipated to witness growth over the analysis period. However, the complex Regulatory Framework for maintaining laboratories and challenges in the development of proper analytical techniques are likely to impede Market growth.

Source: <https://www.mordorintelligence.com/Industry-reports/pharmaceutical-analytical-testing-Market>

Indian Market Analysis

India is among the top destinations for Analytical Testing in the world. The Department of Biotechnology, under the Ministry of Science and Technology, has placed great emphasis on developing an ecosystem for the development of excellence and research in India. By creating and using a variety of tools at its disposal, such as vaccines, antivirals, diagnostic tests, and other tools, the Industry has been at the forefront of the fight against the Covid-19 Pandemic. The

Pandemic has assisted the country in setting up the ideal ecosystem for production, sourcing, and exporting medical devices and vaccines.

The number of Startup registrations has surged throughout the nation in 2021, with around 1,128 new startups registered, which is the highest in a single year since 2015. Estimates put the total number of startups at 6,000 as of 2023. The number of Startups is expected to reach 10,000 by 2024.

This Growth will be primarily driven by increasing Demographics, Urbanisation, Penetration, and better Realisations Per Tests. The Industry in India is characterised by high degree of fragmentation with over 1,00,000 labs. Of the \$10 Billion worth Market, Standalone Centres account for 48% Market share, followed by hospital-based labs with 37% share and national chains accounting for only 5% share.

This fragmentation poses a challenge in terms of Capability, Scalability, and Quality, but on the other hand, it also provides an opportunity to consolidate newer business models to evolve, says the report, "Analytical Testing: Unravelling the Future", brought out by Praxis Global Alliance, a Management Consulting and Advisory Firm.

"The Pandemic brought in a paradigm shift in the Analytical Testing Market regarding its scope and capacity while emphasizing the need for Analytical Testing & Treatment. There was an increased consumer acceptance of Point-of-Care Testing and home collection where several Analytical Testing Chain Players improved their online presence and Invested in Technology and Automation. We also see new business models emerge as the competitive intensity increases," says Aryaman Tandon, Managing Partner and Practice Leader, Healthcare, Praxis Global Alliance.

The Report observed that the Indian Diagnostic Market is significantly under-penetrated - Pathology Tests per 1,000 Population in India is 1,111, versus 5,924 in Brazil, 10,000 in Australia, and 20,958 in the US. The Market is highly fragmented and urbanised as Standalone Centres and hospital-based labs (including Government Labs) have an 85% share of the Market. Urban Areas account for 74% of the whole Market, though with reasonable penetration in Tier 2 and 3 cities in terms of number of labs.

New business models around Tele-Radiology and Tele-Pathology to improve access, quality, and efficiency of Analytical Testing is an emerging area. Tele-Radiology was estimated to be \$356 Million Market in 2020 and is likely to evolve into \$700 Million Market by 2025, growing at a CAGR of 15%. Newer players include computational pathology solution providers and Tele-Radiology Service Providers Network of Partnerships and Supply Chain Innovations, increased use of Technology and Digital Solutions are also likely to fuel growth. However, key challenges facing the Industry include Regulatory Issues, Fragmented Market with a low focus on Quality, Commoditisation and Increasing Competitive Intensity, non-access to specialised resources, and value-conscious Indian customers, said the Report.

The Indian Analytical Testing Market, now with a size of \$10 Billion in FY2021, is projected to grow at Compounded Annual Growth Rate (CAGR) of 14% to reach \$20 Billion by FY26, says a new Industry Research Report.

Nearly a fifth of India's Market, standing at US\$ 14.56 Billion, was due to the Covid-19 vaccination and Testing Drive. Covid-19 vaccines had a worth of US\$ 8.7 Billion, whereas Testing cost US\$ 5.9 Billion. 1.45 Billion Covid-19 doses were administered in 2021, and 1.3 million Covid Tests were taken every day.

The Indian Industry is built on Entrepreneurship, Innovation, Developing Domestic Talent and demonstrating value-based care. Given the long history of diseases in India, the country has accumulated years of experience and scientific knowledge to prevent and treat them. India is working to boost the sector under various Flagship Programmes such as "Make in India" and "Startup India".

Both consumption and exports of diagnostic and medical devices are expected to increase significantly in India. With the help of recombinant and bio-similar products, the sector is predicted to generate US\$ 15 Billion in the Testing activity by 2025.

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled "RISK FACTORS", beginning on Page 16 of this Draft Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about Our Company and its financial statements, including the notes thereto, in the section titled "RISK FACTORS" and the chapters titled "RESTATED FINANCIAL STATEMENT" and "MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS" beginning on Pages 16, 110 and 128 respectively, of this Draft Prospectus.

Unless the context otherwise requires, in relation to the Business Operations, in this section of this Draft Prospectus, all references to "we", "us", "our", "SPL" and "Our Company" are to Spectrogen Pharmachem Limited.

Overview

Our Company was originally incorporated as a Private Limited Company under the Companies Act, 2013 pursuant to Certificate of Incorporation issued by the Registrar of Companies – Telangana, Hyderabad dated December 22, 2020 with the name "Spectrogen International Private Limited". Further, the name of Our Company was changed to "Spectrogen Pharmachem Private Limited," consequent upon change of Main Objects of the Company vide fresh Certificate of Incorporation issued by the Registrar of Companies – Telangana, Hyderabad dated November 28, 2023. Subsequently, Our Company was converted into Public Limited Company, "Spectrogen Pharmachem Limited," vide the Certificate issued by the Registrar of Companies – Telangana, Hyderabad, dated December 14, 2023

Our Corporate Identification Number is U24299TG2020PLC147109.

Promoters of Our Company are Mr. Venkata Rao Sadhanala, Mr. Viswa Prasad Sadhanala, Mr. Devireddy Srinivasa Reddy and Mr. Veera Reddy Vallapureddy. Our Promoters and Directors have experience of more than two decades in the Pharmaceutical Business. With experience we aim to continue to grow in the Pharmaceutical Business. Our Company is engaged in the marketing of Ethical and Generic Pharma Products in the domestic market. Our Company offer range of pharmaceutical products manufactured by third party manufacturers. Our Company operates in different States of India such as Andhra Pradesh, Telangana, Karnataka and Uttar Pradesh. Our Company have presence in these States through Trade Mark registered products and/or products under registration. We deal in Tablets, Injections. Our product portfolio comprises of wide range of drugs like Anti-Bacterial, Anti-Fungal, Anti Diabetic, Multivitamin, and Nutraceutical. Our Company has 5 (five) Registered Trademarks for 5 (five) products. The products of the Company are sold to C&F Agencies, Distributors Network and Multi-Speciality Hospitals. Our business operations are supported by one of our Group Company and various third-party manufacturers. We typically work on third-party manufacturing basis or at times purchase order basis with manufacturer of Pharma Products, depending upon customer's requirement

Presently Our Company has Contract Manufacturing Agreement with 2 pharmaceutical companies/entities. Our Company has maintained relationship with the regular suppliers having FDA and WHO approved plant to supply Pharma Formulations. These Units manufacture IV, Tablets, Capsules, Dry Powder, Dry Injections Powder, Liquids, Injections & Dry Injections under our own brands.

We have launched wide products range in Pharma Formulations having Trademarks such as Dimofyte, Pitashield, Soluklot, Amichoice, Merotrend and established goodwill for quality products and have the regular clients for the same.

We entered into a Business Transfer Agreement dated July 15, 2023 with Ramya Sai Analytical Services that has been in the field of analytical testing of Pharmaceuticals, Chemicals, Water, Food and others, located at TS Agro Industrial Development Corporation Limited, HMT Township, Chintal, Hyderabad – 54. The Purchase includes the entire facility

including the Equipments, Materials, Spares, and other Inventories including all the Licenses, Permits, Approvals, Registrations, Accreditations, and existing manpower. The consideration for the aforementioned purchase is Rs.2,30,00,000/- (Rupees Two Crores Thirty Lakhs Only)

Our Present Business Management has structured the business verticals in two divisions as Profit Centers as follows:

- **Ethical Pharma products** – in the form of Injections (Liquid, Powder, Lyophilized, Small Volume, Large Volume in Vials & Ampoules etc.) some Capsules and Tablets.
- Manufacturing under Contract Manufacturing Facility and Vendors
- Own Sales and Distribution Networks
- **Testing Laboratory** –Analytical and Microbiological Testing Services in the field of Pharmaceuticals, Chemicals, Water, Food and others

Segment and Geographical Distribution

For the period ended December 31, 2023

(₹ in Lakhs)

Segment	Geographical				
	South	North	West	Centre	Total
Tablet	1,000.70	-	-	-	1,000.70
Injectables	235.21	8.98	-	-	244.19
Others	149.37	-	-	-	146.63
Total	1,382.54	8.98	-	-	1,391.52

Financial Year 2022-2023

(₹ in Lakhs)

Segment	Geographical				
	South	North	West	Centre	Total
Tablet	574.91	5.45	-	-	580.36
Injectables	227.17	6.80	-	-	233.97
Others	6.61	-	-	-	6.61
Total	808.69	12.25	-	-	820.94

Financial Year 2021-2022

(₹ in Lakhs)

Segment	Geographical				
	South	North	West	Centre	Total
Tablet	21.37	-	-	-	21.37
Injectables	546.63	633.88	-	-	1,180.51
Others	-	-	-	-	-
Total	568.00	633.88	-	-	1,201.88

Third Party Manufacturing Facilities

Our Company gets the products manufactured from one of our Group Company, Vilin Bio Med Limited and Third-Party Manufacturers. Our Third-Party Manufacturers are based at Roorkee and Hyderabad. Our Company has a tie-up with a Manufacturer which is having all the Certifications and Approvals from the Regulatory Authorities. Certifications are certainly the legitimate factor that binds the customers to the Company. The Manufacturer provides right product at the

right time and make sure that the products have gone through a complete quality check. At the time of selection of the manufacturer Company checks the credibility of the Manufacturer and the products they have manufactured in the past. It is important to understand the Manufacturing Facility, Hygiene and cleanliness in the Plant. Our manufacturers have to follow Industry norms to manufacture the products. Each combination of supplements has to be followed stringently. The Manufacturer at the time of delivery provides us the Quality Report and Lab Report for each batch. Our Quality Control Department inspects the product and ensures that quality requirements are fulfilled according to the Company's Quality Standard. Manufacturer needs to provide all the Analysis Report, whenever Company asks for. Whenever the product fails to fulfill the required Quality Check, the Company can reject the product and return it to the Manufacturer.

At Present, Our Company does not have its own Research & Development Centers as we are doing Generic Products and not having Manufacturing Facilities.

Our registered Trademarks against our product portfolio are Amichoice, Dimofyte, Merotrend, Pitashield and Soluklot.

OUR COMPETITIVE STRENGTHS

Experienced Promoters and Management team

Our Promoters have played a key role in guiding, developing and growing our business. Under the leadership and experience of our Promoters Our Company has seen a significant growth in the overall business. We believe that, leadership is the result of team work where a consensus is arrived at for implementation of new ideas & business practices to widen our competitive advantage.

Also, Our Company is managed by a team of Industry experienced personnel. The team comprises of personnel having technical, operational and business development experience in Pharmaceutical Industries. We believe that our Management team's experience and their understanding of the Industry, regulatory affairs, manufacturing through contract manufacturing, quality control, sales, marketing and finance will enable us to continue to take advantage of both current and future market opportunities. We believe our Promoters and Management's overall experience and vision will enable us to manage and grow our business in the existing markets and to enter new geographies with our competitive advantage. This will help us in addressing and mitigating various risks inherent in our business.

Scalable Business Model

We believe that we have a scalable business model as our business model is customer centric and order driven, and requires optimum utilization of our existing resources, assuring quality supply and achieving consequent economies of scale. The business scale generation is basically due to development of new markets and products in the both domestic and international markets by exploring customer needs, marketing expertise and by consistent product quality.

Wide and diverse range of product offerings

Our Company has wide product portfolio. At present, we are supplying products in the form of injections (liquid, powder, lyophilized, small volume, large volume in vials & ampoules etc.) some capsules & tablets. We propose to enhance our product basket by introducing vaccination and healthcare products in the segment. We get products manufactured on the basis of needs and requirements of the clients. We believe that we have necessary resources, experience and network to launch additional products in future.

Strategic Location of Contract Manufacturing Facilities

Our Company has contract manufacturing facility arrangements with many companies to manufacture our formulations. These manufacturing facilities are located in Roorkee Hyderabad. As regards to our Pharma Formulation business is concerned, we have developed regular manufacturers to supply formulation as per the specification order. Our Company has selected the contract manufacturing facilities and suppliers as there are strategically located. We have also developed the manufacturers of Pharma Formulation in Principle-to-Principle basis for various products.

Strong sales, marketing and distribution capabilities

We have been supplying our products in major states of India i.e., Andhra Pradesh, Telangana, Karnataka and Uttar Pradesh and hence are not dependent on any particular region. We believe that our wide spread domestic presence not only mitigates the risk of dependence on few regions but also helps us to leverage our brand value. We have dedicated sales and marketing team and an extensive domestic distribution network for Pharma business. This division focuses on generating significant demand for our products in India. This division also works to maintaining the existing clients and acquiring new clients for our products.

OUR BUSINESS STRATEGY

We intend to strengthen our position in India to achieve long-term sustainable growth, increase brand value, achieve operational excellence, strengthening existing services, customer satisfaction, innovation and marketing etc.

Our principal strategies and initiatives to achieve these objectives are set out below:

1. Increasing Operational efficiency

We will continue to invest in increasing our operational efficiency throughout the organization. Higher operational effectiveness results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over a higher number of units sold, thereby increasing profit margins. We further intend to continue to invest in our in-house technology capabilities to develop customized systems and processes to ensure effective Management control over our critical resources for optimal utilization.

2. Increase by targeting unexplored markets

As part of our growth strategy, we intend to target unexplored markets as well as enhance our presence in existing geographies. We will continue to evaluate additional markets and product opportunities, including potential acquisitions and relationships which we believe will be beneficial to increase our presence.

3. Expand our scope by adding more products

We currently manufacture, market and sell different therapeutic segments like Anti-Bacterial, Anti-Fungal, Anti Diabetic, Multivitamin, and Nutraceutical. With our current and proposed products, we intend to increase our product range further and thus cater to more specific segments. Our Company believes that expanding and launching our product range will enable us to utilize our capacities, manpower and other resources better. The marketing of the new products will be aided by our existing customer base, long standing trade relations and overall goodwill in the Pharmaceutical Industry.

4. Strengthen our marketing network:

The business of Our Company is customer oriented and always strives to maintain good relationship with the distributors. Leveraging our market skills and relationships is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction. Our Company provides effective follow-ups with customers which ensure that the customers are satisfied with the products and do not have any complaints. Our core competency lies in the thorough understanding of our customers' needs and preferences, our vision to engage in sustainable practices and providing unparalleled quality of our products thereby achieving customer loyalty. We intend to strengthen our existing marketing team by inducting qualified and experienced personnel, who will supplement our existing marketing strategies in the domestic markets.

MARKETING PLAN

The backbone of our revenue is our Marketing Team and our Distribution Network. We have established a strong customer base and C & F Distribution network. We have a dedicated Marketing Team which oversees the marketing function for various geographical locations. Our marketing team works to maintaining the existing clients and acquiring new clients for our products. Our marketing team focuses on increasing our market share through addition of new & unique products which have huge business potential. We generate significant demand for our products in India through field force employed

by us and our distributors who also appoint their own medical representatives. The medical representatives promote our products amongst Doctors, medical practitioners & medical therapy specialists.

HUMAN RESOURCE

Our Company is committed towards creating an organization that nurtures talent. We provide our employees an open atmosphere with a continuous learning platform that recognizes meritorious performance.

The following is Department-wise break-up of our employees as on the date of the Prospectus:

SI No	Category	Total
	Registered Office	
1	Management	4
2	Administration and Accounts	5
3	Office Assistant	2
	Analytical Lab	
1	Quality Control	14
2	Quality Assurance	5
3	Micro-biologist	4
4	IT Persons	2
	Total	36

There are no Contract Workers as on the date of the Draft Prospectus.

COMPETITION

Our Industry is fragmented consisting of large established players and small niche players. Our Company is well placed, well informed and well trained to assist clients in overall delivery. We have a number of competitors offering products similar to us. Our industry has several competitors that offer similar products as us. Price, Product Quality, Timely Delivery, Reliability, and keeping up with the Industry Regulations and Technology are the key factors of competition. We are confident that our quality products, cost-effective and well-integrated facilities, customer-centric approach, reliability, consciousness is the Industry give us a competitive edge in our products. While these factors are key parameters in the client's decisions matrix in purchasing goods; timely delivery, product quality and product price is often the deciding factor in most deals. Further, there are no entry barriers in this Industry and any expansion in capacity of the existing manufacturers would further intensify competition. We intend to continue competing to capture more market share and manage our growth in an optimal way

We procure Raw Materials and Packing Materials and supply to the Contract Manufacturers who are having the facilities which are approved by FDA/WHO and other relevant Authorities. We procure Raw Materials and Packing Materials domestically and supply to our Contract Manufacturers.

UTILITIES

Our Registered Office is located in Hyderabad. The Registered Office is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly. Our Office is well equipped with requisite utilities and facilities including the following:

Power

Our Analytical Laboratory requires uninterrupted supply of Electric Power. We consume a substantial amount of power for our processes. Our power requirements are met through the State Electricity Board, TSSPDCL, Telangana.

Water

Our Registered Office and Analytical Laboratory have adequate water supply arrangements for human consumption and commercial purpose. The requirements are fully met at the existing premises. Water requirement for the testing and allied processes is minimal and the same is procured locally by way of existing water supply network in that area.

PLANT & MACHINERY, TECHNOLOGY AND PROCESS

Since, Our Products are manufactured through a third party via the Contract Manufacturing Agreement; Our Company does not own any specific Plant and Machinery for manufacturing our products except as required to run the day-to-day business. There is no specific technology required for manufacturing our products. The process remains almost same for all our products to be manufactured by contract manufacturers.

The following major Equipments are available at our Analytical Laboratory

S No	Asset Type	Numbers
1	Analytical Balance	5
2	Air Handling Unit	1
3	Incubator	8
4	Bio-safety Cabinet	2
5	Stability Chamber	5
6	Gas Chromatography	2
7	HPLC Systems	4
8	UV-VISI Double Beam PC Spectrophotometer	1
9	Dissolution Tester	2

BUSINESS PROCESS***Ethical Pharma Products***

- Purchase Order

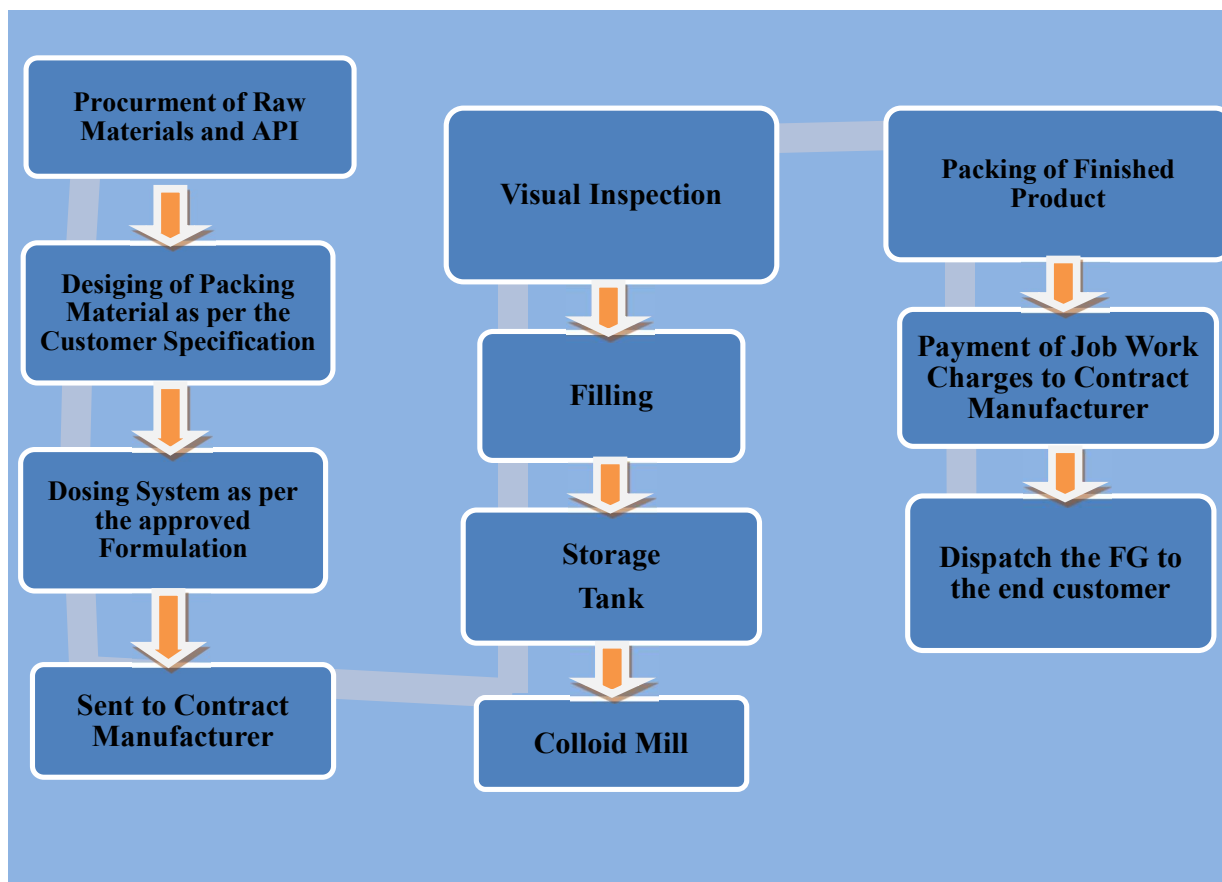
We generate purchase orders for our products for the demand generated through Sales and Marketing Team.

- Manufactured by Third-Party

Based on our purchase order and on sourcing and supply of Raw Materials, the Third-Party Manufacturers produce our products.

- Dispatch to C & F Agents

Our Company sells the products manufactured by the Third-Party Manufacturers through C & F Agents and Distributors who in-turn sell to Chemist Shops / Hospitals / Clinics Etc.

Flow Chart for Third-Party Manufacturing Process:***Testing Laboratory***

- **Receipt of Samples**

We receive the Samples through courier or our Marketing Executives will collect the samples. Immediately after which details are registered in the Sample Inward.

- **Forwarding it to QA department**

QA Department allots the STP /Method of Analysis (MOA) Number if the customer given the method of analysis, we allot the STP Number, if not MOA is assigned. Based on the customer information we will follow the Pharmacopeias or In-House methods and along with the method of analysis (MOA) and protocol it's allotted to the concerned department.

- **Performance of Analysis**

Here the Technical Manager/ Designee will review the whole information about the sample /MOA /chemicals and the QC Chemist will go through the MOA/Chemicals, based on that he/she prepares the Sample Performance Analysis.

- **Review of Analysis by QA Department**

After the analysis completion the QA Department will check the complete data and generate report and the results are shared with the customers.

CAPACITY AND CAPACITY UTILISATION

As Our Company manufacture through contract manufacturers and later market our products (finished pharmaceutical formulation) under our own brand name, therefore capacity and capacity utilization are not applicable in our case. Further, Our Analytical Lab is in service Industry dealing with laboratory and hence the capacity and capacity utilisation in terms of 24 hours utilisation is not applicable to us.

EXPORTS & EXPORTS OBLIGATIONS

Our Company does not have any outstanding Exports Obligations.

OUR PROPERTIES

Our Registered Office and Laboratory Premises are leased by Our Company.

The detail of Our Property is as follows:

Details of Immovable Property:

1. Owned Properties: Nil
2. Properties taken on Lease Basis:

S No	Location of the Property	Name of Lessor	Date of Lease Agreement	Period	Rent Per Month	Usage and Area
1.	Sy. No. 115, First Floor Hanumanji Colony Brig Sayeed Road Manovikasnagar Tirumalagiri Secunderabad – 500009	Mr. Venkata Rao Sadhanala	January 6, 2024	5 years	Rs.20,000/- Plus GST	Office 1000 Sq. Ft.
2.	Plot No. 60-007TSAIDC Limited HMT Township Chintal, Medchal Malkangiri Hyderabad – 500054	Telangana State Agro Industries Development Corporation Limited	April 17, 2022	3 years	Rs.1,33,028/- including GST	Laboratory 10,225Sq Ft.

INTELLECTUAL PROPERTY

As on the date of this Draft Prospectus, Our Company is using total 5 (five) Trademarks. For details of registered Trademarks, please refer the chapter titled “Government Approvals” beginning on Page 139 of this Draft Prospectus.

Insurance

Our Principal types of coverage covers, the Assets at our Analytical Laboratory Unit. While we believe that the Insurance coverage which we maintain is in keeping with Industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses. 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.

KEY INDUSTRIAL REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain sector-specific Laws currently in force in India, which are applicable to Our Company. The information detailed in this chapter has been obtained from publications available in the public domain. The description below may not be exhaustive and is only intended to provide general information to Investors, and is neither designed as, nor intended to substitute, professional legal advice. Judicial and Administrative interpretations are subject to modification or clarification by subsequent Legislative, Judicial, or Administrative decisions. The information detailed in this chapter has been obtained from various legislations, including Rules and Regulations promulgated by the Regulatory Bodies that are available in the public domain.

The Company may be required to obtain Licenses and Approvals depending upon the prevailing Laws and Regulations as applicable. For information on Regulatory Approvals obtained by us, please refer “Government and Other Approvals” on Page 139. We are required to obtain and regularly renew certain Licenses / Registrations / Sanctions / Permissions required statutorily under the provisions of various Central and State Government Regulations, Rules, Bye-Laws, Acts, and Policies. Additionally, the projects undertaken by us require, at various stages, the sanction of the concerned Authorities under the relevant Central and State Legislations and local Bye-Laws.

Following is an overview of some of the important Laws and Regulations, which are relevant to our business.

INDUSTRY-SPECIFIC REGULATIONS

There are no specific Laws in India governing the segments in which we operate.

Following is an overview of some of the important Laws and Regulations, which are relevant to our business.

Indian Contract Act, 1872

The Indian Contract Act, 1872 provides for seeking data protection under contract Law and common Law, by incorporating confidentiality and data protection clauses in contracts. According to this Act, when a party commits a breach of contract, the other party is entitled to receive compensation for any loss or damage caused to it. Specific performance of the contract is also a remedy under the Act. Thus, Companies acting as 'data importers' may enter into contracts with 'data exporters' to adhere to a high standard of data protection.

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (“Land Acquisition Act, 2013”) has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanization. While aiming to cause least disturbance to land owners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons. The Land Acquisition Act, 2013 has recently been amended by the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement (Amendment) Ordinance, 2014 (the “Ordinance 2014”). Under the Ordinance 2014, land acquired for certain projects is exempted from the applicability of certain sections of the Land Acquisition Act, 2013 relating to determination of social impact and public purpose and safeguarding of food Security. The exempted projects are those in the area of (i) national Security or defence of India; (ii) rural infrastructure including electrification; (iii) industrial corridors and building social infrastructure including public private Partnership where ownership of land continues to be vested with the Government; (iv) affordable housing and housing for poor people and (v) industrial corridors. Further, in case of acquisition of land under the 1894 Act where an award has been made five years or more prior to the commencement of the Land Acquisition Act, 2013 and physical possession of the land has not been taken or compensation has not been made, the proceedings will be deemed to have lapsed and the Government may start fresh proceedings under the Land Acquisition Act, 2013.

The Specific Relief Act, 1963

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can Order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose

of enforcing a civil Law. ‘Specific performance’ means Court will Order the party to perform his part of agreement, instead of imposing on him any monetary Liability to pay damages to other party.

Certain Laws and Regulations that may be applicable to Our Company include the following:

- Child Labour (Prohibition and Abolition) Act, 1986
- Minimum Wages Act, 1948
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Other Laws and Regulations

In addition to the above, Our Company is also required to comply with the provisions of the Companies Act, and other applicable statutes imposed by the Centre or the State for its day-to-day operations. Our Company is also amenable to various central and state tax Laws.

Industry Related Laws and Regulations

- The Drugs and Cosmetics Act, 1940 (the “DCA”) and the Drugs and Cosmetics Rules, 1945 (the “Rules”)
- Drugs (Control) Act, 1950 (“Drugs Act”)
- Drugs (Prices Control) Order, 2013 (“DPCO”)
- The Narcotic Drugs and Psychotropic Substances Act, 1985 (“NDPS Act”)
- The Essential Commodities Act, 1955 (the “ECA” or the “Act”)
- National Pharmaceuticals Pricing Policy, 2012 (the “2012 Policy”)
- The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 (the “DMRA”)

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of Our Company

Our Corporate Identification Number is U24299TG2020PLC147109.

The Promoters of Our Company are Mr. Venkata Rao Sadhanala, Mr. Viswa Prasad Sadhanala, Mr. Devireddy Srinivasa Reddy and Mr. Veera Reddy Vallapureddy

Names of signatories to the Memorandum of Association of the Company and the number of Equity Shares subscribed by them:

The Names of the Signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association: Devireddy Srinivasa Reddy: 45,000 Equity Shares; Starus Pharmaceuticals Limited: 40,000 Equity Shares; Veera Reddy Vallapureddy: 10,000 Equity Shares and Yamaka Santhi: 5,000 Equity Shares.

Changes in our Registered Office:

As on the date of this Draft Prospectus, our Registered Office is located at Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad, Telangana – 500009

Following are the details of the changes in the address of the Registered Office of Our Company since incorporation:

1. 8-3-833/239, Sri Rama Nilayam, Flat No. 301, Kamalapuri Colony, Hyderabad, Telangana – 500073 to Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad, Telangana – 500009 with effect from January 17, 2024 due to administrative reasons.

Major Events and Milestones

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

Calendar Year	Event
December 2020	Incorporation of the Company
March 2021	Acquired Five Trademarks in the therapies of Critical Care, Ortho, Neuro and General
April 2021	First Commencement of the Business
April 2022	New Promoters are inducted to strengthen the Management of the Company
May 2022	Agreement with M/s Elmed Life Sciences Pvt Ltd for Manufacturing of Nutraceuticals
March 2023	Entered into Agreement with M/s Vilin Bio Med Limited for Contract Manufacturing under CRAMS Model
September 2023	Entered into Agreement with M/s Concord Drugs Limited for Contract Manufacturing under CRAMS Model
October 2023	Acquisition of Ramya Sai Analytical Lab
December 2023	Company appointed Professionals of the Board to strengthen the Board and Corporate Governance

Significant financial and strategic partners

As on the date of the Draft Prospectus, Our Company does not have any significant Financial or Strategic Partners

Time and cost overrun

Our Company has not experienced any significant time and cost overrun since there was no set-up of any new projects / facility.

Launch of Key Products or services

For details of key products or services launched by Our Company, entry into new geographies or exit from existing markets, facility creation, location of our facilities, see “Our Business” beginning on Page 746.

Material Acquisitions or Divestments of Business/Undertakings, Mergers, Amalgamations or Revaluation of Assets, in the last ten years

Our Company has acquired M/s Ramya Sai Analytical Services, Proprietorship Firm, owned by Mr. Bhushanam Busi w.e.f April 1, 2023. The Firm is engaged in Analytical Testing Activities. With this acquisition, the Company has diversified into the field of Analytical Testing.

Main Objects of Our Company:

1. To carry on the business of Manufacturers, Contract Manufacturers, Exporters, Importers, Distributors, Traders, Merchants, Dealers, Representatives, Selling Agents, Wholesalers, Suppliers and Stockiest in Proprietary Medicines, Common Medicinal Preparations, Vitamin Preparations, Drops, Tonics, Other Liquid Drugs and Medicines, Injections, Tablets, Capsules, Lotions, Ointments, Cosmetics and Toilet Requisites, Medicinal Preparations containing Antibiotics, Creams, and Powders, Surgical Consumables, Scientific Apparatus and equipment for Hospitals, and including all types of Organic and In-organic Chemicals and Bulk Drugs.
2. To carry on the business as Dealers, Manufacturers, Contractors and Loan License Manufacturers, Agents, Distributors of Drugs, Bulk Drugs and Pharmaceuticals of every description and application with indigenous and/or imported technology, Pharmaceutical formulations like Liquids, Capsules, Tablets, Powders, Mixtures, Antibiotics Enzyme and Fluids of every description, all intermediated and by products of any of the above, Surgical and health aids of varied nature like Syringes, Gloves, Surgical and Sanitary Towels, Napkins, Pharma-based Cosmetics.
3. To carry on the business of Research and Analytics in all Kinds of Pharmaceutical Products, Supplements, Cosmetics and to carry on the activities of Testing, Sampling and Analysis of all Pharma, Ayurvedic, Unani, Micro Biology, Food Parameters and do all Environmental Audit and Audit Report, Environment monitoring, Supply, Installation, Commissioning of all Laboratory Instruments, supply of all Laboratory Chemicals and providing Technical, Consultancy and providing related training services.
4. To carry on the business of and to Promote, Establish, Develop, Produce, Manufacture, Extract, Refine, Process, Use, Utilize, Deal, Trade, Import, Export of all varieties of Vitamins, Bulk Drugs, Chemicals, Pharmaceuticals, Drugs, Intermediates of Bulk Drugs and all types of Formulations.

The Main Objects as contained in the Memorandum of Association enable Our Company to carry on the business presently being carried out as well as to carry on the activities for which the funds are being raised in the Issue.

Amendments to the Memorandum of Association

The following changes have been made in the Memorandum of Association of Our Company since inception:

Particulars of Change		Date of Members Meeting	AGM/EGM
From	To		
₹50,00,000/- consisting of 5,00,000 Equity Shares of ₹10/- each	₹14,00,00,000/- consisting of 14,00,000 Equity Shares of ₹10/- Each	August 28, 2023	EGM
Change of Name of the Company to Spectrogen Pharmachem Private Limited	-	November 7, 2023	EGM
Conversion of Company from Private Limited to Public Limited	-	December 4, 2023	EGM
Alteration in Main Objects of the Memorandum	-	February 6, 2024	EGM

Changes in the Management

The Changes in the Management has been defined in the Chapter "Changes in Our Management" in Page 89.

Defaults or rescheduling of Borrowings from Financial Institutions/ Banks and conversion of loans into Equity

No defaults have been called by any Financial Institution or Bank in Relation to Borrowings from Financial Institutions

or Banks. For details of our financing arrangements, please refer "*Financial Indebtedness*" on Page 135. Further, except as stated in the section "*Capital Structure*" beginning on Page 41, none of our Loans have been rescheduled or been converted into Equity Shares.

Lock-outs and Strikes

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

Time and Cost Overruns

Our Company has not implemented any projects and has not, therefore, experienced any time or cost overruns in relation thereto.

Details regarding acquisition of Business / Undertakings, Mergers, Amalgamations, and Revaluation of Assets

Our Company has acquired M/s Ramya Sai Analytical Services, Proprietorship Firm, owned by Mr. Bhushanam Busi w.e.f April 1, 2023. The Firm is engaged in Analytical Testing Activities. With this acquisition, the Company has diversified into the field of Analytical Testing.

Holding Company of Our Company

As of the date of the Draft Prospectus, Our Company does not have any Holding Company.

Subsidiary of Our Company

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

Collaboration Agreements

As on the date of the Draft Prospectus, Our Company is not a party to any Collaboration Agreements.

Shareholders' Agreements

As on the date of the Draft Prospectus, Our Company has not entered into any Shareholders' Agreements.

Material Agreements

Our Company has entered into Third-Party Manufacturing Contract with M/s Vilin Bio Med Limited and M/s Concord Drugs Limited, for supply of Pharmaceutical Products

Number of Shareholders

Our Company has 17(Seventeen) Shareholders on date of the Draft Prospectus.

OUR MANAGEMENT

Board of Directors

Under our Articles of Association, we are required to have not less than 3 (three) Directors and not more than 15 (fifteen) Directors. As on the date of this Draft Prospectus, we have five Directors on our Board.

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

Name, Designation, Occupation, Term, DIN and Nationality	Date of last Appointment / Re-appointment and Terms	Other Directorships
<p>Name: Mr. Bhushanam Busi</p> <p>Father's Name: Mr. China Nagaiah Busi</p> <p>Date of Birth: June 25, 1985</p> <p>Age: 39 years</p> <p>Designation: Managing Director</p> <p>Address: 26-3/1, Kolakaluru, Guntur Andhra Pradesh – 522307</p> <p>Occupation: Service</p> <p>DIN: 09032806</p> <p>Nationality: Indian</p>	<p>Appointed as Additional Director on January 17, 2024</p> <p>Appointed as Managing Director for a period of five years in the EGM held on February 6, 2024 with effect from the said date</p>	<p>Companies</p> <ul style="list-style-type: none"> • Ramya Sai Analytical Services Private Limited <p>LLP</p> <ul style="list-style-type: none"> • Nil
<p>Name: Mr. Srinivasa Raju Marni</p> <p>Father's Name: Mr. Venkateswara Rao Marni</p> <p>Date of Birth: August 9, 1977</p> <p>Age: 46 years</p> <p>Designation: Executive Director</p> <p>Address: 3-147/20, M S Estates, Flat No. 401 B, Balaji Nagar, Beside Ravindra Bharathi School, Nizampeta Hyderabad – 500090</p> <p>Occupation: Service</p> <p>DIN: 03624545</p> <p>Nationality: Indian</p>	<p>Appointed as Additional Director on March 16, 2023</p> <p>Regularized as Director in the Annual General Meeting held on September 30, 2023</p> <p>Appointed as Whole-Time Director of the Company in the Extra-ordinary General Meeting held on February 6, 2024 with effect from the said date</p>	<p>Companies</p> <ul style="list-style-type: none"> • RS Equipments Private Limited • Luit Infratech Private Limited • Winkem Industries Private Limited <p>LLP</p> <ul style="list-style-type: none"> • Nil

<p>Name: Ms. Leela Reddy Konda</p> <p>Father's Name: Mr. Ratna Reddy Konda</p> <p>Date of Birth: August 30, 1957</p> <p>Age: 66Years</p> <p>Designation: Non-Executive and Independent Director</p> <p>Address: Flat # 401, Hitex Pride Apartments, Near Novotel Hotel Izzathnagar, Kondapur Hyderabad, Telangana – 500084</p> <p>Occupation: Retired Jt. Treasury Officer</p> <p>DIN: 08971547</p> <p>Nationality: Indian</p>	<p>Appointed as Additional Director on November 30, 2023</p> <p>Appointed as Independent Director in the Extra-ordinary General Meeting held on February 6, 2024</p>	<p>Companies</p> <ul style="list-style-type: none"> • Nil <p>LLP</p> <ul style="list-style-type: none"> • Nil
<p>Name: Mr. Reddeppa Gundluru</p> <p>Father's Name: Mr. Gundluru Narayana</p> <p>Date of Birth: June 16, 1983</p> <p>Age: 40 years</p> <p>Designation: Non-Executive and Independent Director</p> <p>Address: 30-289/4, Santoshimatha Colony, Old Safilguda, Secunderabad, Telangana – 500056</p> <p>Occupation: Service</p> <p>DIN: 10419527</p> <p>Nationality: Indian</p>	<p>Appointed as Additional Director on January 17, 2024</p> <p>Appointed as Independent Director in the Extra-ordinary General Meeting held on February 6, 2024</p>	<p>Companies</p> <ul style="list-style-type: none"> • Nil <p>LLP</p> <ul style="list-style-type: none"> • Nil

<p>Name: Mr. Vyasmurti Madhavrao Shingatgeri</p> <p>Father's Name: Mr. Madhavrao K Shingatgeri</p> <p>Date of Birth: November 14, 1958</p> <p>Age: 66 years</p> <p>Designation: Non-Executive and Independent Director</p> <p>Address: M-105, South City I, Industrial Estate, Gurgaon – 122007 Haryana</p> <p>Occupation: Service</p> <p>DIN: 07728757</p> <p>Nationality: Indian</p>	<p>Appointed as Additional Director on February 3, 2024</p> <p>Appointed as Independent Director in the Extra-ordinary General Meeting held on February 6, 2024</p>	<p>Companies</p> <ul style="list-style-type: none"> • Vanta Bioscience Limited <p>LLP</p> <ul style="list-style-type: none"> • Nil
---	---	--

Relationship between our Directors

None of our Directors are related to each other

Brief Profile of our Directors

Mr. Bhushanam Busi has been appointed as the Managing Director of Our Company. He has completed his Masters in Organic Chemistry from Nagarjuna University. He has an experience of sixteen years in the field of Pharmacy and Analytical Testing. Prior to joining the Company, he was the Sole Proprietor of the Firm, M/s Ramya Sai Analytical Services. He looks after the operational aspects of the Company. He provides strategic guidance to Our Company.

Mr. Srinivasa Raju Marni is the Director of Our Company. He has completed Master's in Commerce from Andhra University in 2002. He is having around twenty years of professional experience in the field of Financial Management, Business Management, Taxation, FEMA, Corporate Law matters and Advisory Services. He is entrusted with the administration of finance and administrative matters of the Company.

Ms. Leela Reddy Konda is Non-Executive Independent Director and Woman Director of Our Company. She is a Qualified Commerce Graduate, having completed B.Com from the Osmania University, Hyderabad. She retired as Joint Secretary in the Telangana Revenue Department, having more than three decades of experience in the Administration and Revenue matters. She has been appointed on our Board to comply with Corporate Governance requirements.

Mr. Reddeppa Gundluru is Non-Executive Independent Director of Our Company. He has completed his Graduation in the Bachelors of Commerce (Computers) from the SV University. He has more than twenty years of experience in the Back-Office functions of Stock-Broking Firms, having total knowledge of the Exchange Processes, both NSE and BSE. He has been appointed on the Board to comply with the Corporate Governance requirements.

Mr. Vyasmurti Madhavrao Shingatgeri is Non-Executive Independent Director of Our Company. He holds Doctorate of Philosophy (Pathology) Degree from the Agricultural University, Thrissur, Kerala, India. He also holds Master of Veterinary Science (Pathology) Degree and Bachelor of Veterinary Science and Animal Husbandry Degree from the Konkani Krishi Vidyapeeth, Dapoli, India. A Veterinary Pathologist by profession, Dr. Vyasmurti has ten years of experience as academician and sixteen years of experience in the Pharmaceutical Sector. He has successfully completed 'Laboratory Assessor Training Course' of National Accreditation Board for Testing and Calibration Laboratories (NABL) from Indian Institute of Quality Management, Jaipur. He has been appointed on the Board to comply with the Corporate Governance requirements.

Further Confirmations:

- There are no arrangements or understanding with major Shareholders, Customers, Suppliers, or others, pursuant to which any of the Directors were selected as a Director.
- There is no Service Contract entered into between the Directors with the Company providing for Benefits upon termination of employment.
- None of the Directors is declared as Wilful Defaulters by the RBI or any Bank or Financial Institution or Consortium thereof.
- None of our Promoters or Directors of Our Company is declared Fugitive Economic Offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.
- None of our Directors is or was a Director of any Listed Company during the last five years preceding the date of this Draft Prospectus, whose Shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their Directorship in such Company.
- None of our Directors is or was a Director of any Listed Company during the last five years preceding the date of this Draft Prospectus, whose Shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their Directorship in such Company.
- None of the Promoters, Persons forming part of our Promoter Group, Directors or Persons-in-control of Our Company, has been or is involved as a Promoter, Director or person in control of any other Company, which is debarred from accessing the Capital Market under any Order or Directions made by SEBI or any other Regulatory Authority.
- No consideration in Cash or Shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of Companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of Our Company.
- No proceedings/ Investigations have been initiated by SEBI against any Company, the Board of Directors of which also comprises any of the Directors of Our Company. No consideration in Cash or Shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms of Companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of Our Company.

Compensation of our Directors

Our Executive Directors were not paid remuneration in Fiscal 2023.

Terms and conditions of employment of our Managing Director

Mr. Bhushanam Busi has been appointed as Managing Director of Our Company vide Board Meeting dated January 17, 2024 for a period of five years commencing from February 6, 2024. The significant terms of his employment are as below:

- a. Remuneration: He is entitled to managerial remuneration of Rs.50,000/- (Rupees Fifty Thousand Only) Per month. His Remuneration is as per the recommendations of the Nomination and Remuneration Committee, in line with the provisions of the Companies Act, 2013 read with the Rules of the Companies (Appointment and Qualification of Managerial Personnels) Rules, 2014 and Schedule-V of the Companies Act, 2013.
- b. Minimum Remuneration: In the event of inadequacy or absence of Profits in any Financial Year, during the tenure of his office, he shall be paid the above as the Minimum Remuneration payable in accordance with the provisions of Part-II of Schedule-V of the Act and in accordance with the provisions of the Companies Act, 2013.

Terms and conditions of employment of our Executive Director

Mr. Srinivasa Raju Marni has been appointed as Executive Director of Our Company vide Board Meeting February 3, 2024 with effect from February 6, 2024. The significant terms of his employment are as below:

- a. Remuneration: He is entitled to managerial remuneration of Rs.40,000/- (Rupees Forty Thousand Only) Per Month. His Remuneration shall be decided as per the recommendations of the Nomination and Remuneration Committee, in line with the provisions of the Companies Act, 2013 read with the Rules of the Companies (Appointment and Qualification of Managerial Personnels) Rules, 2014 and Schedule-V of the Companies Act, 2013.
- b. Minimum Remuneration: In the event of inadequacy or absence of Profits in any Financial Year, during the tenure of his office, he shall be paid the above as the Minimum Remuneration payable in accordance with the provisions of Part-II of Schedule-V of the Act and in accordance with the provisions of the Companies Act, 2013.

Remuneration details of our Non-Executive and Independent Directors

The Remuneration and Sitting Fees payable to the Non-Executive and Independent Directors, shall be as per the recommendations of the Nomination and Remuneration Committee, approved by the Board of Directors.

Bonus or Profit-Sharing Plan of the Directors

None of our Directors are party to any Bonus or Profit-Sharing Plan of Our Company.

Shareholding of Directors in Our Company

Our Articles of Association do not require our Directors to hold Qualification Shares. As on date of the Draft Prospectus, our Directors hold the following number of Equity Shares of Our Company:

Name of Directors	Number of Equity Shares Held (Pre-Issue)	Percentage of Pre-Issue Capital
Bhushanam Busi	-	-
Srinivasa Raju Marni	-	-

Interest of Directors

- a) Our Non-Executive Non-Independent Directors and Independent Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and Committees thereof and reimbursement of expenses available to them and commission payable to them as approved by our Board. All our Executive Directors may be deemed to be interested to the extent of other remuneration and reimbursement of expenses payable to them.
- b) Our Promoters may be deemed to be interested in the promotion or formation of Our Company. Our Directors may also be regarded as interested in the Equity Shares held by them, if any (together with Dividends and any other distributions in respect of such Equity Shares).
- c) Further, none of our Directors have any interest in any transaction by Our Company for acquisition of Land, Construction of Building or Supply of Machinery.
- d) No consideration in Cash or Shares or otherwise has been paid or agreed to be paid to any of our Directors or to the Firms or Companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the Firm or Company in which they are interested, in connection with the promotion or formation of Our Company.
- e) Except as disclosed in "*Restated Financial Statements*" beginning on Page 110 and as disclosed in this section, none of our Directors have any interest in our business.
- f) Further, except as disclosed in "*Financial Statements*" beginning on Page 110, no loans have been availed by our Directors from Our Company.

Changes in our Board during the Last Three Years

Except as disclosed below, there have been no changes in our Board during the last three years:

Name of Director	Date of Change	Reason
Mr. Shapewear Mishra	February 19, 2024	Resigned from the Directorship
Mr. Bhushanam Busi	February 6, 2024	Appointed as Managing Director
Mr. Srinivasa Raju Marni	February 6, 2024	Appointed as Executive Director
Ms. Leela Reddy Konda	February 6, 2024	Appointed as Independent Director
Mr. Reddeppa Gundluru	February 6, 2024	Appointed as Independent Director
Mr. Vyasmurti Madhavrao Shingatgeri	February 6, 2024	Appointed as Independent Director
Mr. Vyasmurti Madhavrao Shingatgeri	February 3, 2024	Appointed as Additional Director
Mr. Srinivasa Raju Marni	February 3, 2024	Appointed as Whole-Time Director
Mr. Bhushanam Busi	January 17, 2024	Appointed as Additional Director
Mr. Bhushanam Busi	January 17, 2024	Designated as Managing Director
Mr. Reddeppa Gundluru	January 17, 2024	Appointed as Additional Director
Ms. Leela Reddy Konda	November 30, 2023	Appointed as Additional Director
Mr. Srinivasa Raju Marni	September 30, 2023	Regularised as Director
Mr. Swapneshwar Mishra	September 30, 2023	Regularised as Director
Mr. Srinivasa Raju Marni	March 16, 2023	Appointed as Additional Director
Mr. Swapneshwar Mishra	March 16, 2023	Appointed as Additional Director
Mr. Uday Kiran Perla	August 20, 2022	Resigned from the Directorship
Mr. Ramesh Kumar Modukuri	August 20, 2022	Resigned from the Directorship
Mr. Hari Prasad Yeluri	March 31, 2021	Resigned from the Directorship

Borrowing Powers of our Board

Our Articles of Association, subject to applicable Law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of Our Company. Pursuant to a Resolution passed by our Shareholders at their General Meeting held on February 13, 2024 our Shareholders have authorized our Board to borrow any sum of money from time-to-time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) exceed the Paid-up Capital and Free Reserves of the Company provided such amount does not exceed ₹5,000.00 Lakhs (Rupees Fifty Crores Only) in excess of its Paid-up Capital and Free Reserves which may have not been set apart for any purpose.

Corporate Governance

The provisions of the SEBI (LODR) Regulations with respect to Corporate Governance will also be applicable to Our Company immediately upon the listing of our Equity Shares with the Stock Exchange. Our Company is in compliance with the requirements of the applicable Regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 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, to the extent applicable. Our Board functions either as a full Board or through various Committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of 5 (five) Directors (including one woman Director) of which three are non-executive Independent Directors which is in compliance with the requirements of Regulation 17 of SEBI (LODR) Regulations.

Committees of our Board

Our Board has constituted the following Committees including those for compliance with the Corporate Governance requirements:

a. Audit Committee

Our Audit Committee was constituted pursuant to a Resolution of our Board dated February 8, 2024. The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Ms. Leela Reddy Konda	Chairman	Non-Executive and Independent Director
Mr. Vyasmurti Madhavrao Shingatgeri	Member	Non-Executive and Independent Director
Mr. Srinivasa Raju Marni	Member	Executive Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions, and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- To Investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant Expertise if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

- Oversight of Our Company's Financial Reporting Process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient, and credible;
- Recommendation for Appointment, Re-Appointment and Replacement, Remuneration and Terms of Appointment of Auditors of Our Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the Management, the Annual Financial Statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
 - Changes, if any, in Accounting Policies and practices and reasons for the same;
 - Major Accounting Entries involving estimates based on the exercise of judgment by Management;
 - Significant adjustments made in the Financial Statements arising out of Audit findings;
 - Compliance with Listing and other legal requirements Relating to Financial Statements;
 - Disclosure of any Related Party Transactions; and
 - Modified Opinion(s) in the Draft Audit Report.
- Reviewing, the Quarterly / Half-Yearly / Annual Financial Statements with the Management before submission to the Board for approval;
- Reviewing, with the Management, the Statement of Uses / Application of Funds raised through an Issue (Public Issue, Rights Issue, Preferential Issue, etc.), the Statement of Funds utilized for purposes other than those stated in the Offer Document / Draft Prospectus/ Notice and the report submitted by the Monitoring Agency monitoring the utilisation of proceeds of a Public or Rights Issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and Monitor the Auditor's Independence and Performance, and effectiveness of Audit process;
- Approval or any subsequent modification of transactions of Our Company with Related Parties;
- Scrutiny of Inter-Corporate Loans and Investments;
- Valuation of Undertakings or Assets of Our Company, wherever it is necessary;
- Evaluation of Internal Financial Controls and Risk Management Systems;
- Monitoring the end use of Funds raised through Public Offers and Related matters;
- Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the Internal Control Systems;
- Reviewing the adequacy of Internal Audit function, if any, including the structure of the Internal Audit Department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with Internal Auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal Investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

- Discussion with statutory auditors before the commencement of the Audit, about the nature and the Scope of Audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the Depositors, Debenture Holders, Shareholders (in case of non-payment of declared Dividends) and Creditors;
- To establish and review the functioning of the Whistle Blower Mechanism;
- Approval of appointment of the Chief Financial Officer(*i.e.*, the Whole-Time Finance Director or any other person heading the Finance function or discharging that function) after assessing the Qualifications, Experience, and background, etc. of the candidate;
- Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the SEBI (LODR) Regulations or by any other Regulatory Authority; and
- Review of (1) Management Discussion and Analysis of Financial Condition and Results of Operations; (2) Statement of significant Related Party Transactions (as defined by the Audit Committee), submitted by Management; (3) Management Letters / Letters of Internal Control Weaknesses issued by the Statutory Auditors; (4) Internal Audit reports Relating to internal control weaknesses; (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee; (6) Statement of Deviations including (a) quarterly statement of deviation(s) including report of Monitoring Agency, if applicable, submitted to Stock Exchange(s) in terms of Regulation 32(1) of the SEBI (LODR) Regulations; (b) Annual Statement of Funds utilized for purposes other than those stated in the Offer Document/Draft Prospectus/notice in terms of Regulation 32(7) of the SEBI (LODR) Regulations.

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two Members present, or one-third of the Members, whichever is greater, provided that there should be a minimum of two independent Members present.

b. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by a Resolution of our Board dated February 8, 2024. The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Ms. Leela Reddy Konda	Chairman	Non-Executive and Independent Director
Mr. Reddeppa Gundluru	Member	Non-Executive and Independent Director
Mr. Bhushanam Busi	Member	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- To look into the redressal of grievances of Shareholders, Debenture Holders and other Security Holders;
- To Investigate complaints Relating to allotment of Shares, approval of transfer or transmission of Shares;
- To consider and resolve the grievances of the Security Holders of the Company including complaints Related to transfer of Shares, non-receipt of Balance Sheet, non-receipt of Declared Dividends; and
- To carry out any other function as prescribed under the SEBI (LODR) Regulations as and when amended from time-to-time.

c. Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted by our Board on February 8, 2024. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

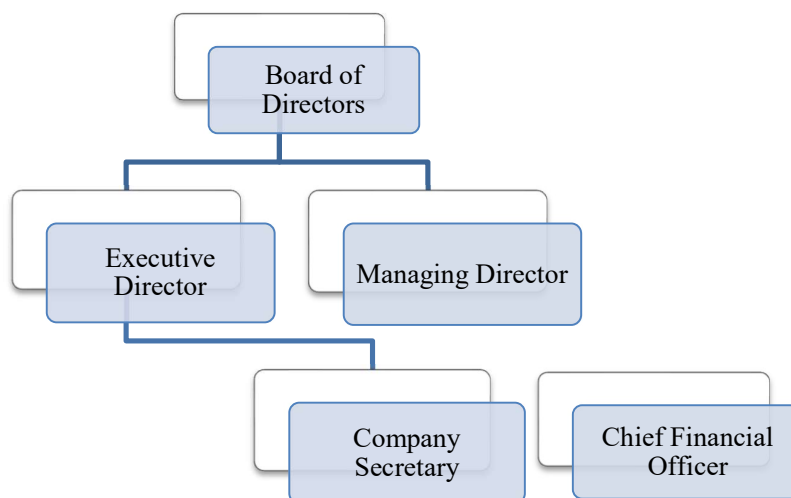
Name of Director	Status in Committee	Nature of Directorship
Mr. Vyasmurti Madhavrao Shingatgeri	Chairman	Non-Executive and Independent Director
Ms. Leela Reddy Konda	Member	Non-Executive and Independent Director
Mr. Reddeppa Gundluru	Member	Non-Executive and Independent Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The Scope, Functions and the Terms of reference of the Nomination and Remuneration Committee is in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Set forth below are the terms of reference of our Nomination and Remuneration Committee.

- 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. The Nomination and Remuneration Committee shall, while formulating such policy ensure that (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully; (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and (c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
- Devising a Policy on diversity of Board of Directors;
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's Performance;
- To extend or continue the term of appointment of the Independent Director, on the basis of report of Performance Evaluation of Independent Directors

ORGANIZATION STRUCTURE



OUR KEY MANAGERIAL PERSONNEL

Set forth below are the details of our Key Managerial Personnel in addition to our Managing Director, Executive Director as on the date of the Draft Prospectus. For details of our Managing Director, Executive Director please refer "*Our Management*" on Page 89.

Ms. Arshakota Mounika, aged 30 Years, is the Chief Financial Officer of Our Company. She has completed her B. Com from Osmania University. She has experience of over seven years in Accounts and Finance. She has been associated with Our Company as the Chief Financial Officer with effect from January 17, 2024.

Ms. Sonali Jain, aged 25 years, is the Company Secretary & Compliance Officer of Our Company. She is a qualified Company Secretary. She has professional experience of post-qualification of one year in the field of Corporate Law Compliances and Accounting. She has been associated with Our Company since February 3, 2024.

Shareholding of KMP

Other than our Managing Director and Executive Director, none of the above mentioned Key Managerial Personnel hold any Equity Shares in Our Company. For details of Shareholding of our Directors and Key Managerial Personnel, please refer "*Capital Structure*" on Page 41.

Status of Key Managerial Personnel

All our Key Managerial Personnel are Permanent Employees of Our Company.

Nature of Family Relationship

None of the above mentioned Key Managerial Personnel are related to each other and neither are they Related to our Promoters or Directors

Arrangements and Understanding with Major Shareholders

None of our Key Managerial Personnel or Directors has been appointed pursuant to any arrangement or understanding with our major Shareholders, Customers, Suppliers, Others. For more information, refer "*History and Certain Other Corporate Matters*" on Page 86.

Bonus or Profit-Sharing Plan for our Key Managerial Personnel

As on the date of this Draft Prospectus Our Company does not have any Performance Linked Bonus or Profit-Sharing Plan with any of our Key Managerial Personnel.

Loans to Key Managerial Personnel

There are No Loans Outstanding against any of the Key Managerial Personnel as on date of this Draft Prospectus.

Interest of Key Managerial Personnel

Except as disclosed in "*Interest of Directors*" on Page 93 in respect of Directors, no other Key Managerial Personnel of Our Company has 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. There is no Contingent or Deferred Compensation accrued for the year payable to the Key Managerial Personnel, even if the compensation is payable at a later date.

Further, the Key Managerial Personnel may be regarded as interested in the Equity Shares held by them, if any, (together with Dividends and any other distributions in respect of such Equity Shares). No loans have been availed by our Key Managerial Personnel from Our Company.

Employees Stock Option Scheme

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of the Draft Prospectus.

Payment or Benefit to Officers of Our Company

Except as disclosed in this Draft Prospectus, no amount or benefit has been paid or given or is intended to be paid or given to any of Our Company's employees including the Key Management Personnel within the two years preceding the date of filing of this Draft Prospectus, except for the payment of remuneration or commission for services rendered as an Officer of Our Company.

Changes in Our Company's Key Managerial Personnel during the last three years

Except as disclosed below, there have been no changes in our Key Managerial Personnel during the last three years:

Name of Employee	Date of Appointment	Date of Cessation	Reason
Ms. Arshakota Mounika	January 17, 2024	-	Appointed as Chief Financial Officer
Ms. Sonali Jain	February 3, 2024	-	Appointed as Company Secretary
Mr. Bhusanam Busi	February 6, 2024	-	Appointed as Managing Director
Mr. Srinivasa Raju Marni	February 6, 2024	-	Appointed as Whole-Time Director

OUR PROMOTERS AND PROMOTERS GROUP

Individual Promoters:

1. Venkata Rao Sadhanala
2. Viswa Prasad Sadhanala
3. Devireddy Srinivasa Reddy
4. Veera Reddy Vallapureddy

Corporate Promoter:

Nil

Details of our Promoters



Venkata Rao Sadhanala, aged 59 years, is one of the Promoters of Our Company. He is a qualified Chartered Accountant and Company Secretary having more than three decades of experience in handling a diverse team of Finance, Legal and Secretarial and Managing finance effectively, Legal Compliance, Corporate Governance, Regulation Affairs, Mergers and Acquisitions, Public Issues, Private Equity Deals Contract / Litigation Management and Company Secretarial function. He was previously worked with various Corporates and also work as Independent Corporate and Financial Consultant.

For a complete profile of our Promoter, and other Directorships, please refer "*Our Management*" on Page 88.

Address: Sy No. 115, Hanumanji Colony, Opp. Sub Registrar Office, Old Bowenpally, Secunderabad – 500009, Telangana, India

As on date of the Draft Prospectus, Venkata Rao Sadhanala holds 43,84,300 Equity Shares representing 45.58% of the Pre-Issue Paid-up Share Capital of Our Company.



Viswa Prasad Sadhanala, aged 57 years, is one of the Promoters of Our Company. He has completed his graduation in B.Com, M.Com and LLB from Andhra University. He has also completed his MBA Marketing from Andhra University. He had served for fifteen years in the Indian Navy. He is also having over a decade of experience in the field of HR and Office Administration.

For a complete profile of our Promoter, and other Directorships, please refer "*Our Management*" on Page 89.

Address: 43-3-22 (19), Srija Residency, Railway New Colony, Vishakhapatnam (Urban), Vishakhapatnam – 530016, Andhra Pradesh, India

As on date of the Prospectus, Viswa Prasad Sadhanala holds 20,23,000 Equity Shares representing 21.03% of the Pre-Issue Paid-up Share Capital of Our Company.



Devireddy Srinivasa Reddy, aged 40 years, is one of the Promoters of Our Company. He is a qualified Chartered Accountant, having more than a decade of experience in Banking, Accounts and Finance.

For a complete profile of our Promoter, and other Directorships, please refer "*Our Management*" on Page 88.

Address: Plot No. J38, 39; Flat No. 502, Green Hills Apartment, Road No. 12, Near Mana Studio, Panchvati Colony, Manikonda – 500089, Telangana, India

As on date of the Draft Prospectus, Devireddy Srinivasa Reddy holds 18,61,160 Equity Shares representing 19.35% of the Pre-Issue Paid-up Share Capital of Our Company.



Veera Reddy Vallapureddy, aged 48 years, is one of the Promoters of Our Company. He has completed his MBA (Marketing) and also has a Master's degree in Commerce from Acharya Nagarjuna University. He has also completed his Bachelor's degree in Law from Krishna University. He has an experience of over twenty-six years in the fields of Administration, Legal and Marketing.

For a complete profile of our Promoter, and other Directorships, please refer "*Our Management*" on Page 88.

Address: 41-20/8-51, Lal Bahadur Street, Krishnalanka, Elementary School Backside, Vijayawada – 520013, Andhra Pradesh, India

As on date of the Draft Prospectus, Veera Reddy Vallapureddy holds 2,21,000 Equity Shares representing 2.30% of the Pre-Issue Paid-up Share Capital of Our Company.

Declaration: We confirm that the PAN, Bank Account number, Passport Number, Aadhaar Card Number and Driving License Number of our Promoters will be submitted to National Stock Exchange of India Limited on whose EMERGE Platform the Equity Shares are proposed to be listed at the time of filing the Draft Prospectus with National Stock Exchange of India Limited.

Interest of our Promoters

Our Promoters are interested in Our Company to the extent (i) that they have promoted Our Company; (ii) of their Shareholding and the Shareholding of Relatives in Our Company and the Dividend payable, if any and other distributions in respect of the Equity Shares held by them or the Relatives; (iii) of being Managing Director, Executive Director and Key Management Personnel of Our Company and the Remuneration, Sitting Fees and Reimbursement of Expenses payable by Our Company to them; (iv) that they have mortgaged their personal properties and provided personal guarantees for the loans availed by Our Company; (v) of their Relatives having been appointed to places of Profit in Our Company; and (vi) that Our Company has undertaken transactions with them, or their Relatives or Entities in which our Promoter hold Shares. For details regarding the Shareholding of our Promoter in Our Company, please refer "*Capital Structure*", "*Our Management*" and "*Related Party Transactions*" on Pages 41, 89 and 108 respectively.

Our Promoters do not have any interest in any property acquired by Our Company within two years of the date of this Draft Prospectus or proposed to be acquired by it or in any transaction in acquisition of land and construction of building etc. Further, our Promoter do not have any interest in any supply of machinery to Our Company.

Other than as disclosed in the section "*Related Party Transaction as Restated*" on Page 108, there are no sales/purchases between Our Company and our Promoter and Promoter Group and Group Companies where such sales or purchases exceeding in value in the aggregate 10% of the Total Sales or Purchases of Our Company or any business interest between Our Company, our Promoter, our Promoter Group and Group Entities as on the date of the last Audited Financial Statements.

Our Promoters may also be deemed to be interested in Our Company to the extent of the personal guarantees given by them for the loans availed by Our Company. For further details, please see the chapter titled "Financial Indebtedness" beginning on Page 135 of this Draft Prospectus.

Our Promoters are not Members of any Firm or Company having any interest in the Company for which any sums are paid or agreed to be paid to either of our Promoters or to the firm or Company in Cash or Shares or otherwise by any person either to induce our Promoters to become, or to qualify our Promoters as, a Director, or otherwise for services rendered by our Promoters or by the Firm or Company, in connection with the promotion or formation of the Company.

Change in the Management and Control of Our Company

There has been no change in the Management and Control of Our Company except for inclusion of Mr. Venkata Rao Sadhanala and Mr. Viswa Prasad Sadhanala in the Promoters' Group.

Group Company

For details of our Group Entities, please refer "*Our Group Entities*" on Page 105 of the Draft Prospectus.

Payment of Benefit to Promoters

Except as stated above in the "*Interest of Promoters*" and in "*Financial Statements–Statement of Related Party Transactions*" on Pages 100 and 108 of the Draft Prospectus, there has been no payment of benefits to our Promoters, Members of our Promoter Group and Group Entities, during the two years preceding the filing of the Draft Prospectus.

Material Guarantees

Our Promoters have not given any material guarantees to any third parties with respect to the Equity Shares, as on the date of this Draft Prospectus.

Common Pursuits

There are no common pursuits between Our Company and other Entities of the Group.

Litigation

For details relating to legal proceedings involving the Promoters, please refer '*Outstanding Litigations and Material Developments*' on Page 136 of the Draft Prospectus.

Other Confirmations

Our Promoters and their Relatives have not been declared as Wilful Defaulters and there are no violations of Securities Laws committed by our Promoters in the past and no proceedings for violation of Securities Laws are pending against them.

None of our Promoters or Directors is Fugitive Economic Offenders, as described under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of the Promoters, Promoter Group entities or Group Companies have been debarred or prohibited from accessing or operating in Capital Markets under any Order or Direction passed by SEBI or any other Regulatory or Governmental Authority.

Our Promoters and Members of the Promoter Group are not and have never been Promoters, Directors, or person in control of any other Company which is debarred or prohibited from accessing or operating in Capital Markets under any Order or Direction passed by SEBI or any other Regulatory or Governmental Authority.

There is no Litigation or Legal Action pending or taken by any Ministry, Department of the Government, or Statutory Authority during the last 5 (five) years preceding the date of the Offer against our Promoters, except as disclosed under the chapter titled "Outstanding Litigation and Material Developments" beginning on Page 136 of this Draft Prospectus.

Except as disclosed in "*Related Party Transactions*" on Page 108, our Promoters are not Related to any of the Sundry Debtors or Beneficiaries of Loans and Advances of Our Company.

Our Promoters are not interested in any Entity which holds any Intellectual Property Rights that are used by Our Company.

Guarantees

Our Promoters have not given any guarantee to any third party as of the date of the Draft Prospectus.

Companies with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves as a Promoter(s) from any Company in three years preceding the date of the Draft Prospectus.

OUR PROMOTER GROUP

In addition to the Promoters named above, the following Individuals and Entities form part of the Promoter Group:

A. Individuals forming part of Promoter Group:

Relationship	Venkata Rao Sadhanala	Viswa Prasad Sadhanala	Devireddy Srinivasa Reddy	Veera Reddy Vallapureddy
Father	(Late) Sadhanala Bhagi Rao	(Late) Sadhanala Bhagi Rao	Yogi Reddy Devireddy	Chenchireddy Vallapureddy
Mother	(Late) Sadhanala Raghavamma	(Late) Sadhanala Raghavamma	Ananthalakshmi Devireddy	Salamma Vallapureddy
Spouse	Padmaja Kalyani Sadhanala	Sadhanala Maheshwari Maharani	Manasa Reddy Devireddy	-
Brother	Viswa Prasad Sadhanala	Venkata Rao Sadhanala	Ramakrishna Reddy Devireddy	Srinivasa Reddy Vallapureddy
Sister	Rangoori Kantham Pilli Meena Kumari Dadi Urmila	Rangoori Kantham Pilli Meena Kumari Dadi Urmila	NA	Vempati Ravanamma Kandula Verramma
Son	NA	Sadhanala Pankaj Sadhanala Vivek Rahul	Shanmukha Hariharan Reddy Kirthik Reddy	-
Daughter	Sadhanala Venkata Jagruti	NA	NA	-
Spouse's Father	(Late) Mr. V. Prabhakar Rao	B. Uma Maheswara Rao	Ramana Reddy Mallavarapu	-
Spouse's Mother	(Late) Mrs. V. Kamala	B. Sowbhagya Laxmi	Ramadevi Reddy Mallavarapu	-
Spouse's Brother	Mr. Velugula Seshagiri	B. Kumar Baba	Raghuma Reddy Mallavarapu	-
Spouse's Sister	Ms. K. Radha Kalyani	Eati Dhanalaxmi	NA	-

B. Entities forming part of Promoter Group:

Companies

- Pharmaids Pharmaceuticals Limited
- Vilin Bio Med Limited
- Blue Nile Capital Advisory Limited

LLP

- Sunaxa Pharma LLP

Partnership Firms

Nil

HUF

Nil

Other Persons forming part of Promoter Group

Other than those mentioned above, there are no other persons forming part of the Promoter Group

OUR GROUP ENTITIES

In terms of the SEBI ICDR Regulations 'Group Companies' of Our Company shall include (i) the Companies (other than Promoters(s) and our Subsidiaries) with which there were Related Party Transactions, in accordance with Ind AS-24, as disclosed in the Restated Financial Statements; and (ii) such other Companies as considered material by our Board pursuant to the Materiality Policy.

With respect to (ii) above, our Board has considered and adopted the Policy for identifying the Group Companies of Our Company in accordance with the SEBI ICDR Regulations and for purpose of disclosure in this Draft Prospectus by a Board Resolution dated February 8, 2024("Materiality Policy").

Accordingly, based on the parameters outlined above, as on the date of this Draft Prospectus, Our Company has three (3) Group Companies namely:

1. Blue Nile Capital Advisory Limited
2. Vilin Bio Med Limited
3. Pharmaids Pharmaceuticals Limited

In accordance with the SEBI (ICDR) Regulations, certain financial information in Relation to the Group Companies, for the previous three Financial Years, extracted from it respective Audited Financial Statements (as applicable) is available at the website indicated below.

Details of our Group Company

The details of Blue Nile Capital Advisory Limited are provided below:

1. Blue Nile Capital Advisory Limited

Corporate information

Blue Nile was incorporated on May 21, 2007 under the Companies Act, 1956 as a Private Limited Company in the name of 'Talent Executive Search India Private Limited'. The name of the Company was changed to 'Brics Investment Advisory Private Limited' vide Certificate of Incorporation dated February 12, 2015 issued by ROC, Hyderabad. The name was further changed to 'Blue Nile Capital Advisory Private Limited' vide Certificate of Incorporation dated March 8, 2022 issued by the ROC, Hyderabad. Subsequently the Company was converted to public limited Company and the name was changed to 'Blue Nile Capital Advisory Limited' vide certificate of incorporation dated August 11, 2022 issued by the ROC, Hyderabad. The Registered Office address of Blue Nile is located at Flat No. 503, Amrutha Estates, Himayat Nagar, Hyderabad - 500029, Telangana, India.

The CIN of Blue Nile Capital Advisory Limited is U93000TG2007PLC054080.

2. Vilin Bio Med Limited

Corporate Information

Vilin Bio Med Limited was incorporated on June 29, 2005 as a Public Limited Company under the Companies Act, 1956 pursuant to the Certificate of Incorporation issued by the Registrar of Companies, Hyderabad. The Certificate of Commencement of Business dated July 11, 2005 was issued by the ROC, Hyderabad. The Registered Office Address of the Company is located at Sy. No. 115/GF/J, Hanumanji Colony, Brig Sayeed Road, Bowenpally, Secunderabad – 500003, Telangana, India. The Manufacturing Facility / Unit of the Company is located at Kasara No. 85, Madhopur, Hazratpur, Roorkee, Haridwar, Uttarakhand, India. The Company is listed on the EMERGE Platform of the National Stock Exchange of India Limited.

The CIN of Vilin Bio Med Limited is U24230TG2005PLC046689

3. Pharmaids Pharmaceuticals Limited

Corporate Information

Pharmaids Pharmaceuticals Limited was incorporated on March 1, 1989 as a Public Limited Company under the Companies Act, 1956 pursuant to the Certificate of Incorporation issued by the Registrar of Companies,

Hyderabad. The Registered Office Address of the Company is located at Unit #201, Brigade Rubix, 20/14, HMT Factory Road, Peenya Plantation, Bangalore – 560013, Karnataka, India. The Company is listed on the Main Board of the BSE Limited.

The CIN of Pharmaids Pharmaceuticals Limited is L52520KA1989PLC173979.

4. Sunaxa Pharma LLP

Sunaxa Pharma LLP was incorporated on May 26, 2017 as Limited Liability Partnership under the Limited Liability partnership Act, 2008. The Registered Office of the Firm is located at #881/31/20/1, 21st Cross, JP Nagar, 7th Phase, Bangalore, Karnataka – 560078.

The LLPIN of the Firm is AAJ-5222.

Financial information

The Financial Information derived from the Audited Financial Statements of Our Group Companies / Firms for the Fiscals 2023, 2022, and 2021 as required by the SEBI ICDR Regulations, are available on www.spectrogen.co.in.

Nature and extent of interest of Group Companies

In the promotion of Our Company

Our Group Companies does not have any interest in the promotion of Our Company.

In the properties acquired by Our Company in the past three years before filing this Draft Prospectus or proposed to be acquired by Our Company

Our Group Companies are not interested in the properties acquired by Our Company in the three years preceding the filing of this Draft Prospectus or proposed to be acquired by Our Company.

In transactions for Acquisition of Land, Construction of Building and Supply of Machinery, etc.

Our Group Companies are not interested in any transactions for Acquisition of Land, Construction of Building or Supply of Machinery, etc.

Common pursuits among the Group Company and Our Company

Our Group Companies M/s Vilin Bio Med Limited and M/s Pharmaids Pharmaceuticals Limited are engaged in business activities like that of Our Company. Our Company will adopt the necessary procedures and practices as permitted by Law to address any conflict situation as and when they arise. For details of Related Business Transactions between Our Company and our Group Companies, see "*Related Party Transactions*" on Page 107.

Related Business Transactions within our Group Companies and significance on the Financial Performance of Our Company

Except as disclosed in "*Summary of Related Party Transactions*" on Page 107, there are no Related Business Transactions with our Group Companies.

Litigation

As on the date of this Draft Prospectus, there are no Pending Litigations involving our Group Companies which will have a material impact on Our Company.

Business interest of Group Companies

Except in the ordinary course of business and as stated in "*Summary of Related Party Transactions*" on Page 107, our Group Company does not have any business interest in Our Company.

Confirmations

Our Group Company, M/s Pharmaids Pharmaceuticals Limited is listed on the BSE Main Board and M/s Vilin Bio Med Limited, is listed on the EMERGE Platform of the National Stock Exchange of India Limited.

Further, M/s Vilin Bio Med Limited had came out with the Initial Public Issue in June 2023. The Company got listed on the EMERGE Platform of the National Stock Exchange of India Limited on June 30, 2023.

RELATED PARTY TRANSACTIONS

For details of Related Party Transactions of Our Company as per the requirements under Accounting Standard-18 "*Related Party Disclosures*" issued by the Institute of Chartered Accountants of India and as reported in the Restated Financial Statements, please refer "*Statement of Related Parties & Transactions*" in the Section "Restated Financial Statements" on Page 110.

DIVIDEND POLICY

The Declaration and Payment of Dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable Law, including the Companies Act, 2013. The Dividend, if any, will depend on a number of factors, including but not limited to the earnings, Capital Requirements, Contractual Obligations, applicable legal restrictions and overall Financial Position of Our Company. Our Company has not declared any Dividend since incorporation.

Our Company has no formal Dividend Policy. Our Board may also, from time-to-time and in accordance with applicable Laws, pay Interim Dividends from the Profits of the Financial Year in which such Interim Dividend is sought to be declared.

SECTION – VI: RESTATED FINANCIAL STATEMENTS

INDEPENDENT AUDITOR’S REPORT ON THE RESTATED FINANCIAL STATEMENTS OF SPECTROGEN PHARMACHEM LIMITED

To
The Board of Directors
Spectrogen Pharmachem Limited
(Formerly, Spectrogen Pharmachem Private Limited)
Sy. No. 115, First Floor Brig Sayeed Road
Hanumanji Colony, Bowenpally
Manovikasnagar, Tirumalagiri
Secunderabad, Telangana – 500009

Dear Sirs,

We have examined the attached Restated Summary Statements and Other Financial Information of **M/s Spectrogen Pharmachem Limited**, (hereinafter referred to as "**the Company**") described below and annexed to this Report for the Financial Years ended on March 31, 2023, 2022 and 2021, based on the Audited Financial Statements of the Company and also the Audited Financial Statements and for the nine months period ended December 31, 2023 (collectively referred to as the "**Restated Summary Statements**" or "**Restated Financial Statements**") as duly approved by the Board of Directors of the Company.

The said Restated Financial Statements and other Financial Information have been examined and prepared for the purpose of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offering (IPO) on EMERGE Platform of National Stock Exchange of India Limited ("**NSE EMERGE Platform**") of the Company taking into consideration the followings and in accordance with the following requirements of:

- Section 26 of Part I of Chapter III to the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014, as amended from time-to-time;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations), 2018 as amended from time-to-time (the "SEBI ICDR Regulations") in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992;
- The Guidance Note on Reports in Company Draft Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("ICAI") ("Guidance Note");
- The applicable Regulation of SEBI ICDR Regulations, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations; and
- The terms of reference to our Engagement Letter with the Company dated January 26, 2024 requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of Equity Shares on the EMERGE Platform of National Stock Exchange of India Limited ("NSEEMERGE Platform") ("IPO" or "SME IPO")

These Restated Financial Information (included in Annexures: 2 to 21) have been extracted by the Management of the Company from:

The Audit of the Financials for the stub period ended December 31, 2023 and for the Financial Year 2022-2023 was conducted by M/s PPKG & Co., Chartered Accountants. Audit for the Financial Year 2021-2022 and Financial Year 2020-2021 was conducted by M/s Prasanth & Neeraj, Chartered Accountants. Hence, accordingly reliance has been placed on the financial information examined by them for the said years. Further, our Financial Report included for the said years is based solely on the Audited Financial Reports submitted by them.

In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI ICDR Regulations and the Guidance Note, as amended from time-to-time and in terms of our engagement agreed with you, we further report that:

The **Restated Statement of Assets and Liabilities** as at and for the period ended December 31, 2023 and as at and Financial Year ended on March 31, 2023, 2022 and 2021 based on the Audited Financial Statements of the Company, examined by us, as set out in **Annexure-I** to this Report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities have been arrived at after making such adjustments and regroupings to the 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 the Annexures IV and V to this Report.

The **Restated Statement of Profit and Loss** for the period ended December 31, 2023 and for the Financial Year ended on March 31, 2023, 2022 and 2021 based on the Audited Financial Statements of the Company, examined by us, as set out in **Annexure-II** to this Report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the 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 the Annexures IV and V to this Report.

The **Restated Statement of Cash Flows** for the period ended December 31, 2023 and for the Financial Year ended on March 31, 2023, 2022 and 2021 based on the Audited Financial Statements of the Company, as set out in **Annexure-III** to this Report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flows 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 the Annexures IV and V to this Report.

As a result of these adjustments, the amounts reporting in the above-mentioned statements are not necessarily the same as those appearing in the Audited Financial Statements of the Company for the relevant Financial Years.

Based on the above, as per the reliance placed by us on the Audited Financial Statements of the Company and Report thereon given by the Peer Review Auditors of the Company for the Financial Year ending March 31, 2023, 2022 and 2021 and to the best of our information and according to the explanation given to us, we are of the opinion that Restated 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 Policies for all the Reporting Periods based on the Significant Accounting Policies adopted by the Company;
- have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective Financial Years to which they relate to;
- do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statements and do not contain any qualification requiring adjustments;
- There were no qualifications in the Audit Reports issued by the Statutory Auditors for the period ended December 31, 2023 and for the Financial Years ended March 31, 2023, 2022 and 2021 which would require adjustments in this Restated Financial Statements of the Company;
- 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;
- Adjustments in Restated Summary Statements have been made in accordance with the correct Accounting Policies;
- There was no change in the Accounting Policies, which needs to be adjusted in the Restated Summary Statements;
- There are no Revaluation Reserves, which needs to be disclosed separately in the Restated Financial Statements;
- The Company has not paid any Dividend since its incorporation.

We have also examined the following other Restated Financial Information as set out in the respective Annexure's to this Report and forming part of the Restated Financial Statement, prepared by the Management of the Company, and approved by the Board of Directors on relating to the Company for the for the period ended December 31, 2023 and for the Financial Year ended March 31, 2023, 2022 and 2021 proposed to be included in the Draft Prospectus / Prospectus ("Offer Document") for the proposed IPO:

Particulars	Annexure
Restated Statement of Assets and Liabilities	Annexure – I
Statement of Share Capital	Annexure – I.1
Statement of Reserves & Surplus	Annexure – I.2
Statement of Long-Term Borrowings	Annexure – I.3
Statement of Short-Term Borrowings	Annexure – I.4
Statement of Trade Payables	Annexure – I.5

Statement of Other Current Liabilities	Annexure – I.6
Statement of Short-Term Provisions	Annexure – I.7
Statement of Property, Plant & Equipment	Annexure – I.8
Statement of Deferred Tax Assets	Annexure – I.9
Statement of Inventory	Annexure – I.10
Statement of Trade Receivables	Annexure – I.11
Statement of Cash and Cash Equivalents	Annexure – I.12
Statement of Short-Term Loans and Advances	Annexure – I.13
Statement of Other Current Assets	Annexure – I.14
Restated Statement of Profit and Loss	Annexure – II
Statement of Revenue from Operations	Annexure – II.1
Statement of Other Income	Annexure – II.2
Statement of Cost of Materials Consumed	Annexure – II.3
Statement of Employee Benefits Expenses	Annexure – II.4
Statement of Finance Cost	Annexure – II.5
Statement of Depreciation and Amortization	Annexure – II.6
Statement of Other Expenses	Annexure – II.7
Other Annexures	
Cash Flow Statement	Annexure – III
Statement of Significant Accounting Policies	Annexure – IV
Notes to the Re-stated Financial Statements	Annexure – V
Statement of Accounting & Other Ratios, As Restated	Annexure – VI
Statement of Capitalization, As Restated	Annexure - VII
Statement of Tax Shelter, As Restated	Annexure - VIII
Statement of Related Parties & Transactions	Annexure – IX

We, M/s PPKG & Co., Chartered Accountants have been subjected to the Peer Review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid Peer Review Certificate Number: 014725 dated January 13, 2023, valid up to January 31, 2026 issued by the "Peer Review Board" of the ICAI.

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 SEBI ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the Management of the Company.

This Report should not in any way be construed as a re-issuance or re-dating of any of the previous Audit Reports issued by us, nor should this Report be construed as an opinion on any of the Financial Information referred to herein.

We have no responsibility to update our Report for events and circumstances occurring after the date of the Report.

In our opinion, the above Restated Financial Statements contained in Annexure 2 to 24 to this Report read along with the 'Significant Accounting Policies and Notes to the Restated Standalone Financial Statements' appearing in Annexure-1 after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Draft Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time-to-time, and in terms of our engagement agreed with you.

Our Report is intended solely for use of the Management and for inclusion in the Offer Documents in connection with the proposed SME IPO of Equity Shares of the Company and is not to be used, referred to distribute for any other purpose except with our prior written consent.

For M/s PPKG & Co
Chartered Accountants
Firm Registration No.: 0009655S

Date: February 8, 2024
Place: Hyderabad

Girdhari Lal Toshniwal
(Partner)
Membership No.205140
UDIN: 24205140BKALHN9607

Annexure-I**RESTATED STATEMENT OF ASSETS AND LIABILITIES**

(₹ in Lakhs)

Particulars			Annexure	31.12.23	31.03.23	31.03.22	31.03.21
I	Equity and Liabilities						
1	Shareholders' Funds						
	(a)	Share Capital	I.1	395.88	28.30	10.00	10.00
	(b)	Reserves and Surplus	I.2	89.53	20.26	2.33	(0.56)
	(c)	Money received against Share Warrants		-	-	-	-
2	Share Application Money Pending Allotment			-	-	-	-
3	Non-Current Liabilities						
	(a)	Long-Term Borrowings		-	-	-	-
	(b)	Deferred Tax Liabilities		-	-	-	-
	(c)	Other Long-Term Liabilities	I.3	-	238.84	-	-
	(d)	Long Term Provisions	-	-	-	-	-
4	Current Liabilities						
	(a)	Short-Term Borrowings	I.4	159.61	163.94	111.93	1.56
	(b)	Trade Payables	I.5	446.23	116.17	190.07	-
	(c)	Other Current Liabilities	I.6	292.92	15.15	78.16	0.15
	(d)	Short-Term Provisions	I.7	44.09	7.57	0.94	-
Total				1,428.26	590.23	393.43	11.15
I	Assets						
I	Non-Current Assets						
1		Property, Plant & Equipments					
		Intangible Assets					
	(a)	Property, Plant & Equipments	I.8	122.50	23.84	28.80	-
	(b)	Intangible Assets	-	-	-	-	-
	(c)	Capital Work in Progress	-	-	-	-	-
	(d)	Intangible Assets under Development	-	-	-	-	-
2	(a)	Non-Current Investment	-	-	-	-	-
	(b)	Deferred Tax Assets	I.9	0.27	0.27	-	0.19
	(c)	Long-Term Loans and Advances	-	112.91	-	-	-
	(d)	Other Non-Current Assets	-	-	-	-	-
3	Current Assets						
	(a)	Inventories	I.10	482.83	484.66	59.10	-
	(b)	Trade Receivables	I.11	582.68	50.95	293.10	-
	(c)	Cash and Cash Equivalents	I.12	6.42	0.87	0.77	3.46
	(d)	Short-Term Loans and Advances	I.13	-	-	10.11	7.50
	(f)	Other Current Assets	I.14	120.65	29.64	1.55	-
Total				1,428.26	590.23	393.43	11.15

Annexure-II**RESTATED STATEMENT OF PROFIT AND LOSS**

(₹ in Lakhs)

	Particulars	Annexure	31.12.23	31.03.23	31.03.22	31.03.21
I	Revenue from Operations	II.1	1,391.52	820.94	1,238.78	-
II	Other Income	II.2	0.42	-	-	-
III	Total Revenue (I + II)		1,391.94	820.94	1,238.78	-
IV	<u>Expenses:</u>					
	Cost of Materials consumed	II.3	1,041.59	733.10	1,148.84	-
	Change in Inventories of Stock-in-Trade		-	-	-	-
	Employee Benefits Expense	II.4	80.42	20.38	49.43	-
	Finance Costs	II.5	42.40	13.32	3.51	-
	Depreciation and Amortization Expenses	II.6	16.49	5.39	2.31	-
	Other Expenses	II.7	42.90	23.51	30.86	0.75
	Total Expenses		1,223.79	795.70	1,234.95	0.75
V	Profit Before Exceptional and Extra-ordinary Items and Tax (III-IV)		168.15	25.25	3.82	(0.75)
VI	Exceptional Items		-	-	-	-
VII	Profit Before Extra-ordinary Items and Tax (V-VI)		168.15	25.25	3.82	(0.75)
VIII	Extra-ordinary Items		-	-	-	-
IX	Profit Before Tax (VII- VIII)		168.15	25.25	3.82	(0.75)
X	<u>Tax Expenses:</u>					
	(1) Current Tax		42.30	7.59	0.93	-
	(2) Deferred Tax			(0.27)	-	0.19
	(3) Previous Years Taxes Paid		-	-	-	-
XI	Profit / (Loss) for the Period from Continuing Operations (VII-VIII)		125.85	17.93	2.89	(0.56)
XII	Profit/(Loss) from Discontinuing Operations		-	-	-	-
XIII	Tax Expense of Discontinuing Operations / Income Tax for Earlier Years		-	-	-	-
XIV	Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)		-	-	-	-
XV	Profit / (Loss) for the Period (XI + XIV)		125.85	17.93	2.89	(0.75)
XVI	<u>Earnings Per Share:</u>					
	a. Basic		6.62	12.63	2.89	(2.07)
	b. Diluted		6.62	12.66	2.89	(2.07)

RESTATED CASH FLOW STATEMENT**Annexure-III**

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Cash Flow from Operating Activities				
Net Profit Before Tax and Extra-ordinary Items	168.15	25.25	3.82	(0.75)
<i>Adjusted for:</i>				
- Depreciation	16.49	5.39	2.31	0.00
- Finance Cost	0.00	0.00	0.00	0.00
- Interest & Other Income	0.00	0.00	0.00	0.00
- Other Adjustments to reconcile Profit	0.00	0.00	0.00	0.00
Total Adjustment to Profit / (Loss) (A)	16.49	5.39	2.31	0.00
<i>Adjusted for:</i>				
Adjustment for increase/ decrease in Inventories	1.84	(425.56)	(59.10)	0.00
Adjustment for increase/ decrease in Trade Receivables	(531.73)	242.14	(293.10)	0.00
Adjustment for increase/ decrease in Other Current Assets	(91.01)	(28.09)	(1.55)	0.00
Adjustment for increase/ decrease in Short Term Loans & Advances	0.00	10.11	(2.61)	(7.5)
Adjustment for increase/ decrease in Long Term Loans & Advances	(112.91)	0.00	0.00	0.00
Adjustment for increase/ decrease in Trade Payables	330.06	(73.91)	190.07	
Adjustment for increase/ decrease in Other Current Liabilities	277.77	(63.01)	78.01	0.15
Adjustment for increase/ decrease in Provisions	36.50	6.66	0.93	0.00
Total Adjustment for Working Capital (B)	(89.48)	(331.66)	(87.35)	(7.35)
Total Adjustment to reconcile Profit (A + B)	(72.99)	(326.27)	(85.04)	(7.35)
Net Cash Flow from (used in) Operations	95.16	(301.02)	(81.20)	(8.10)
Dividend Received	0.00	0.00	0.00	0.00
Interest Received / (Paid)	0.00	0.00	0.00	0.00
Income Tax Refund /(Paid)	(42.30)	(7.59)	(0.93)	0.00
Net Cash Flow from Operating Activities	52.86	(308.61)	(82.13)	(8.10)
Cash Flow from Investing Activities				
(Purchase)/Sale of Fixed Assets	(115.13)	(0.44)	(31.11)	0.00
(Purchase)/Sale of Investment or Equity Instruments	0.00	0.00	0.00	0.00
Dividend Received	0.00	0.00	0.00	0.00
Interest Received	0.00	0.00	0.00	0.00
Proceeds from Government Grant	0.00	0.00	0.00	0.00
Other Inflow / (Outflow) of Cash	0.00	52.01	0.18	0.00
Net Cash Flow from / (used) in Investing Activities	(115.13)	51.58	(30.93)	0.00
Cash Flow from Financing Activities				
Proceeds from Issue of Shares / Debentures / Bonds	310.98	18.30	0.00	10.00
Proceeds from Borrowings	(4.33)	238.84	110.37	1.56
Repayment of Borrowings	(238.84)	0.00	0.00	0.00
Income Tax Refund / (Paid)	0.00	0.00	(0.00)	0.00
Interest Received / (Paid)	0.00	0.00	0.00	0.00
Net Cash Flow from / (used) in Financing Activities	67.82	257.14	110.37	11.56
Net Increase/(Decrease) in Cash and Cash Equivalents	5.55	0.10	(2.69)	3.46
Cash and Cash Equivalents at the beginning of the year	0.87	0.77	3.46	0
Cash and Cash Equivalents at the end of the year	6.42	0.87	0.77	3.46

ANNEXURE –IV: SIGNIFICANT ACCOUNTING POLICIES

I. Corporate Information:

Our Company was originally incorporated as a Private Limited Company under the Companies Act, 2013 pursuant to Certificate of Incorporation issued by the Registrar of Companies– Telangana, Hyderabad dated December 22, 2020 with the name "Spectrogen International Private Limited". Further, the name of Our Company was changed to "Spectrogen Pharmachem Private Limited," consequent upon change of Main Objects of the Company vide fresh Certificate of Incorporation issued by the Registrar of Companies – Telangana, Hyderabad dated November 28, 2023. Subsequently, Our Company was converted into Public Limited Company, "Spectrogen Pharmachem Limited," vide the Certificate issued by the Registrar of Companies – Telangana, Hyderabad, dated December 14, 2023.

The Company has acquired a Proprietorship Firm, M/s Ramya Sai Analytical Services, owned by Mr. Bhushanam Busi w.e.f. April 1, 2023. Ramya Sai Analytical Services is in the field of Analytical Testing of Pharmaceuticals, Chemicals, Water, Food and others, located at TS Agro Industrial Development Corporation Limited, HMT Township, Chintal, Hyderabad – 54. The Purchase include the entire Facility including the Equipment, Materials, Spares, and other Inventories including all the Licenses, Permits, Approvals, Registrations, Accreditations, and the existing Manpower. The Consideration for the aforementioned Purchase is ₹2,30,00,000/- (Rupees Two Crores Thirty Lakhs Only). With this acquisition, the Company has diversified into the field of Analytical Testing.

II. Basis of Preparation:

The Restated Summary Statement of Assets and Liabilities, Statement of Profits and Loss and Cash Flows of the Company for the Financial Years ending March 31, 2023, 2022 and 2021 and for the nine months period ended December 31, 2023 "Restated Financial Statements"; have been compiled by the Management and approved by the Board of Directors of the Company on February 8, 2024.

The Financial Statements are prepared and presented under the Historical Cost convention and evaluated on a Going-Concern basis using the accrual system of accounting in accordance with the Accounting Principles generally accepted in India (Indian GAAP) and the requirements of the notified sections, schedules and rules of the Companies Act, 2013 including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules, 2014).

The presentation of Financial Statements requires estimates and assumption to be made that affect the Reported amount of Assets and Liabilities on the date of Financial Statements and the Reported amount of Revenue and Expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which results are known/materialized.

III. Significant Accounting Policies:

(a) Use of Estimates:

The preparation of Financial Statements in conformity with Indian GAAP requires Management to make judgments, estimates and assumptions that affect the reported amounts of Assets and Liabilities and disclosure of Contingent Liabilities on the date of Financial Statements and the reported amounts of Revenue and Expenses during the Reported Period. Although these estimates are based on Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

(b) Cash Flow Statement:

Cash Flows are reported using the Indirect Method, whereby Profit / (Loss) before Extra-ordinary Items and Tax is adjusted for the effects of transactions of Non-Cash Nature, Reported Amounts of Assets and Liabilities on the date of Financial Statements and the Reported Amounts of Revenues and Expenses during the Reported Period.

(c) Cash and Cash Equivalents:

Cash comprises Cash-on-hand and Fixed Deposit with Banks. Cash equivalents are Short-Term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into Loan amounts of Cash and which are subject to insignificant risk of changes in values.

(d) Fixed Assets:

Fixed Assets are carried at costs less accumulated Depreciation and any accumulated impairment losses, if any. The Cost of an Asset comprises of its Purchase Price and any directly attributable cost of bringing the Assets to working condition for its intended use.

(e) Depreciation and Amortization:

Depreciation on Fixed assets is provided on Written Down Value method (WDV) as per the Useful Life of Assets and in the manner prescribed in Schedule-II to the Companies Act, 2013.

(f) Impairment:

Impairment of Assets, if any, ordinarily assessed by comparing the Recoverable Value of individual Assets with its Carrying Cost. No such impairment loss has been recognized in the years reported in the Summary Financial Statements.

(g) Revenue Recognition:

- Sales are recorded exclusive of Taxes and when Risk transfer to Customers.
- Revenue in respect of Other Income is recognized in accordance with the Accounting Standard "Revenue Recognition" (AS-9) issued by the Institute of Chartered Accountant of India.

(h) Segment Reporting:

As the Company's principle business activities fall within the single segment, the disclosure requirement of Accounting Standard-17 on Segment Reporting prescribed u/s 133 of the Companies Act, 2013 ("The Act") read with Rule 7 of the Companies (Accounts) Rule, 2014 is not applicable.

(i) Inventories:

Inventories are measured at lower of Cost and Net Realizable Value, after providing for obsolescence, if any, as certified by the Management.

(j) Investments:

Long-Term Investments and Current Maturities of Long-Term Investments are stated at Cost, less provision for other than temporary diminution in value. Current Investments, except for Current Maturities of Long-Term Investments, are stated at the lower of Cost and Fair Value.

(k) Borrowing Cost:

Borrowing Costs that are directly attributable to and incurred on acquiring Qualifying Assets (Assets that necessarily takes a substantial year of time for its intended use) are capitalized. Other Borrowing Costs are recognized as expenses in the period in which same are incurred.

(l) Employee Benefits:

As certified by the Management, the Company has no liability under the Provident Fund & Super Annuation Fund Act, as the said Act does not apply to the Company.

It is explained to us that the Company does not provide for any Leave Encashment and Liability arising thereon, shall be paid and dealt with in the Books of Accounts at the actual time of payment.

(m) Taxation:

The Current Charge for Income Tax is calculated in accordance with the relevant Tax Regulations applicable to the Company.

Deferred Tax Assets or Liabilities are recognized for further tax consequence attributable to timing difference between Taxable Income and Accounting Income that are measured at relevant enacted tax rate and in accordance with Accounting Standard-22 on "Accounting for Taxes on Income", issued by ICAI.

No Tax whether Current or Deferred has been charged on Exempted Incomes.

(n) Provisions and Contingent Assets/ (Liabilities):

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, and it is probable that there will be an outflow of resources. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

(₹ in Lakhs)

S No	Particulars	As on December 31, 2023	As on March 31		
			2023	2022	2021
A	Claim against Company not acknowledged as Debts				
I	in respect of Income Tax	-	-	-	-
II	in respect of Commercial Tax	-	-	-	-
	In respect of Other Liabilities	-	-	-	-
	Total	-	-	-	-

(o) Earnings Per Share:

Basic Earnings Per Share are calculated by dividing the Net Profit or Loss for the period attributable to Equity Shareholders by the Weighted Average Number of Equity Shares outstanding during the period.

(p) Impairment of Assets:

The Company evaluates all its Assets for assessing any impairment and accordingly recognizes the Impairment, wherever applicable, as provided in Accounting Standard-28 "Impairment of Assets".

IV. Changes Accounting Policies in the years/periods covered in the Restated Financial

There is no change in the Significant Accounting Policies during the Reporting Periods except, as and when Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

Annexure V – Notes to the Restated Financial Statements**Notes to Reconciliation of Restated Profit**

The Reconciliation of Profit After Tax as per Audited Results and the Profit After Tax as per Restated Accounts is presented below. This summarizes the results of re-statements made in the Audited Accounts for the respective years and its impact on the Profit & Losses of the Company.

(₹ in Lakhs)

Particulars	As on December 31, 2023	As on March 31		
		2023	2022	2021
Profit After Tax before appropriation (as per Audited accounts)	125.85	18.20	2.89	(0.75)
Adjustments				
Prior Period	-	-	-	-
Deferred Tax Adjustment	-	(0.27)	-	0.19
Change in provisions of Current Year Tax				
Profit After Tax as per Restated Profit & Loss Account	125.85	17.93	2.89	(0.56)

Other Notes to Accounts

- The Company has not received any intimation from supplier regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the period end together with Interest payable as required under the said Act have not furnished.
- The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
- There are no Auditor's Qualification in any of the Audited Financial Statements for the period ended December 31, 2023 and for the Financial Years ending March 31, 2023, 2022 and 2021.
- The Company does not have any Earnings / Expenditure in Foreign Currency during the Reported Periods.
- The Company has not given any Guarantee to Bank or other Corporate and the Company is not having any Contingent Liability.
- The figures in the Restated Financial Statements are stated in Lakhs and rounded off to two decimals and minor rounding off difference is ignored.

- g) There is no adjustment required to be made to the Profit or Loss for complying with ICDS notified u/s 145(2).
- h) Details of Auditors Qualification:
- Qualification which required adjustment in Restated Financial Statement: None
 - Qualification which does not required adjustment in Restated Financial Statement: None
- i) The Company has entered in to an agreement for Acquiring Ramya Sai Analytical Services as on April 1, 2023. However, the Company is in the process of making an application and passing with the various Authorities, Stakeholders of the acquisition and for change of ownership.

Annexure – I.1: Restated Statement of Share Capital

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Authorised Share Capital	-			
1,40,00,000 (2023 / 2022: 5,00,000) (2021: 1,00,000) Equity Shares of ₹10/-each	1,400.00	50.00	50.00	10.00
Issued, Subscribed & Fully Paid-up	-			
39,58,800 Equity Shares (2023: 2,83,000) (2022/2021 1,00,000) Equity Shares of ₹10/- each	395.88	28.30	10.00	10.00

Reconciliation of Number of Shares Outstanding at the end of the year:

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Shares Outstanding at the beginning of the year	2,83,000	2,83,000	1,00,000	1,00,000
Shares Issued during the year	36,75,800	-	-	-
Bonus Shares Issued during the year	-	-	-	-
Shares outstanding at the end of the year	39,58,800	2,83,000	1,00,000	1,00,000

Details of Shareholding more than 5% of the aggregate Shares in the Company:

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Venkata Rao Sadhanala				
Number of Shares	19,79,000	1,26,400	80,000	-
%Holding	49.90%	44.66	80.00	-
Viswa Prasad Sadhanala				
Number of Shares	10,40,000	1,00,000	-	-
% Holding	26.27%	35.34	-	-
Devireddy Srinivasa Reddy				
Number of Shares	8,84,800	46,600	10,000	45,000
% Holding	22.35%	16.47	10.00	45.00
Veera Reddy Vallapureddy				
Number of Shares	30,000	10,000	10,000	10,000
% Holding	0.75%	3.53	10.00	10.00
Starus Pharmaceuticals Private Limited				
Number of Shares	-	-	-	40,000
% Holding	-	-	-	40.00
Yamaka Santhi				
Number of Shares	-	-	-	5,000
% Holding	-	-	-	5.00

Annexure –I.2: Restated Statement of Reserves and Surplus

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Profit and Loss				
Opening Balance	20.26	2.33	(0.56)	-
Add: Amount transferred	125.85	17.93	2.89	(0.56)
Less: Securities Premium	(56.58)	20.26	2.33	(0.56)
Total	89.53	20.26	2.33	(0.56)

Annexure –I.3: Restated Statement of Long-Term Liabilities

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Trade Payables	-	238.84	-	-
Total	-	238.84	-	-

Annexure –I.4: Restated Statement of Short-Term Borrowings

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Loans Repayable on Demand				
- Banks	159.61	163.94	111.93	1.56
Total	159.61	163.94	111.93	1.56

Annexure –I.5: Restated Statement of Trade Payables

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
- Outstanding Dues Payable to MSME	-	-	-	-
- Outstanding Dues Payable to Creditors other than MSME	446.23	116.16	190.07	-
- Disputed Dues	-	-	-	-
- Disputed Dues - Others	-	-	-	-
Total	446.23	116.16	190.07	-

Annexure –I.6: Restated Statement of Other Current Liabilities

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Other Payables				
- Employee Related	1.56	1.56	3.13	-
- Other Current Liabilities	291.36	13.59	75.01	0.15
Total	292.92	15.15	78.16	0.15

Annexure –I.7: Restated Statement of Short-Term Provisions

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Tax Provisions				
- Current Tax	44.09	7.57	0.94	-
Total	53.44	7.57	0.94	-

Annexure –I.8: Restated Statement of Property Plant and Equipment**As on December 31, 2023**

(₹ in Lakhs)

Particulars	Gross Block					Depreciation				Net Block	
	Balance As on 1.04.2023	Addition	Sale / Transfer	Revaluati on	Total As on 31.12.202 3	Balance As on 01.04.2023	For the Year	Adjustment	Total As on 31.12.23	Balance As on 31.12.23	Balance As on 31.03.23
Plant & Machinery	30.69				30.69	7.41	4.17		11.58	23.28	19.12
Furniture & Fixtures	0.85				0.85	0.29	0.20		0.49	0.56	0.36
Furniture & Fixtures - Ramya Sai	23.95				23.95	0	1.80		1.80	23.95	22.16
Lab & Office Equipment- Ramya Sai	74.64				74.64	0	8.34		8.34	74.64	66.29
Computer and Software- Ramya Sai	0.06	0.59			0.65	0	0.19		0.19	0.06	0.45
Vehicles - Ramya Sai	0	15.91			15.91	0	1.79		1.79	0	14.12
Total	130.19	16.50			146.69	7.70	16.49		24.19	122.49	122.5

2022-2023

(₹ in Lakhs)

Particulars	Gross Block					Depreciation				Net Block	
	Balance	Additions	Sale/	Revaluation	Total	Balance	For the	Adjustment	Total	Balance	Balance
	As on		Transfer		As on	As on	Year		As on	As on	As on
	01.04.2022				31.03.2023	01.04.2023			31.03.2023	31.03.2023	31.03.2022
Plant & Machinery	30.26	0.44	-	-	30.69	2.27	5.14	-	7.41	23.28	27.99
Furniture & Fixtures	0.85	-	-	-	0.85	0.04	0.25	-	0.29	0.56	0.81
Total	31.11	0.44	-	-	31.54	2.31	5.39	-	7.70	23.84	28.80

2021-2022

(₹ in Lakhs)

Particulars	Gross Block					Depreciation				Net Block	
	Balance	Additions	Sale/	Revaluation	Total	Balance	For the	Adjustment	Total	Balance	Balance
	As on		Transfer		As on	As on	Year		As on	As on	As on
	01.04.2021				31.03.2022	01.04.2021			31.03.2022	31.03.2022	31.03.2021
Plant & Machinery	-	30.26	-	-	30.26	-	2.27	-	2.27	27.99	-
Furniture & Fixtures	-	0.85	-	-	0.85	-	0.04	-	0.04	0.81	-
Total	-	31.11	-	-	31.11	-	2.31	-	2.31	28.80	-

Annexure –I.9: Restated Statement of Deferred Tax Assets

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Deferred Tax Assets				
- Property, Plant & Equipment	0.27	0.27	-	0.19
Total	0.27	0.27	-	0.19

Annexure –I.10: Restated Statement of Inventories

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Stock-in-Trade				
-Raw Materials	284.72	289.54	43.84	-
- Packing Materials	70.93	81.66	-	
- Finished Goods	127.18	113.46	15.26	
Total	482.83	484.66	59.10	-

Annexure –I.11: Restated Statement of Trade Receivables

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Unsecured, Considered Good				
- Within Six Months	461.26	-	-	-
- Exceeding Six Months	121.42	50.95	293.10	-
Total	582.68	50.95	293.10	-

Annexure –I.12: Restated Statement of Cash and Cash Equivalents

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Cash-in-hand	6.42	0.87	0.77	3.46
Total	6.42	0.87	0.77	3.46

Annexure –I.13: Restated Statement of Short-Term Loans and Advances

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Unsecured, Considered Good				
- Loans and Advances to Others	-	-	10.11	7.50
Total	-	-	10.11	7.50

Annexure –I.14: Restated Statement of Other Current Assets

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
GST Input Credit	120.65	29.64	1.55	-
Total	120.65	29.64	1.55	-

Annexure –II.1: Restated Statement of Revenue from Operations

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Revenue from Operations (inclusive of Analytical Services)	1,391.52	820.94	1,238.78	-
Total	1,391.52	820.94	1,238.78	-

Annexure –II.2: Other Income

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Other Income (Interest on Income Tax Refund)	0.42	-	-	-
Total	0.42	-	-	-

Annexure –II.3: Restated Statement of Cost of Materials Consumed

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Other Materials				
- Packing Materials	1,041.59	733.10	1,148.84	-
Total	1,041.59	733.10	1,148.84	-

Annexure –II.4: Restated Statement of Employee Benefits Expenses

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Salaries, Wages and Bonus	80.42	20.38	49.43	-
Total	80.42	20.38	49.43	-

Annexure –II.5: Restated Statement of Finance Costs

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Interest Expenses	41.10	11.95	2.99	-
Bank Charges	1.30	1.36	0.52	-
Total	42.40	13.32	3.51	-

Annexure –II.6: Restated Statement of Depreciation and Amortization Expenses

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Depreciation & Amortization				
- Depreciation on Tangible Assets	16.49	5.39	2.31	-
Total	16.49	5.39	2.31	-

Annexure –II.7: Restated Statement of Other Expenses

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Manufacturing Expenses				
- Power and Fuel	-	1.29	1.88	-
Administrative and General Expenses				
- Telephone and Postage	0.12	1.32	5.99	-
- Printing and Stationary	0.70	1.36	1.18	
- Auditors Remuneration	0.30	0.20	0.20	0.15
- Repairs and Maintenance	5.60	1.63	1.37	-
- Travelling and Conveyance	2.43	11.93	16.85	-
- Legal and Professional Charges	0.42	-	0.44	-
- Other Administrative and General Expenses	15.26	4.94	2.31	-
- Preliminary Expenses	-	-	-	0.30
- Promotional Expenses	-	-	-	0.29
- Other Expenses	18.07	0.84	0.64	0.01
Total	42.90	23.51	30.86	0.75

STATEMENT OF ACCOUNTING RATIOS AS RESTATED ANNEXURE - VI

(₹ in Lakhs)

Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
EBITDA (₹ in Lakhs)	227.04	43.96	9.64	(0.75)
Net Profit as Restated (₹ in Lakhs)	125.25	25.25	3.82	(0.56)
Networth (₹ in Lakhs)	485.41	48.56	12.33	9.44
Return on Networth (%)				
Equity Share at the end of year (in Nos.)	39,58,800	2,83,000	1,00,000	1,00,000
(Face Value ₹10/-)	10	10	10	10
Number of Equity Shares	39,58,800	2,83,000	1,00,000	1,00,000
Weighted Number of Equity Shares	39,58,800	2,83,000	1,00,000	1,00,000
Basic Earnings Per Equity Share	6.62	12.63	2.89	(0.27)
Diluted Earnings Per Equity Share	6.62	12.66	2.89	(0.27)
Net Asset Value/Book Value Per Equity Share (Based on Number of Shares at the end of year)	14.61	17.16	12.33	9.43

Note: Earnings Per Share (₹) = Profit available to Equity Shareholders / Weighted Number of Shares Outstanding at the end of the year

Return on Networth (%) = Restated Profit after Taxation / Networth x 100

Net Asset Value / Book Value Per Share (₹) = Networth/ Number of Equity Shares

The Networth is considered post-elimination of Revaluation Reserves. The Company does not have any Extra-ordinary items.

Annexure – VII**STATEMENT OF CAPITALIZATION AS RESTATED**

(₹ in Lakhs)

Particulars	Pre-Issue		Post-Issue*
	As at 31.12.2023	As at 31.03.2023	
Debt			
Short-Term Debt	159.61	163.94	163.94
Long-Term Debt	-	-	-
Total Debt	159.61	163.94	163.94
Shareholders' Funds			
Equity Share Capital	395.88	28.30	1,361.99
Reserves and Surplus	89.53	20.26	800.00
Less: Revaluation Reserves	-	-	-
Less: Misc. Expenditure	-	-	-
Total Shareholders' Funds	485.41	48.56	2,161.99
Short Term Debt/ Shareholders' Funds	0.33	3.38	0.08
Total Debt / Shareholders Fund	0.33	3.38	0.08

*Based on the assumption that Fresh Issue of 40,00,000 Equity Shares at the Issue Price of ₹30/- Per Share, will be fully subscribed.

STATEMENT OF TAX SHELTER, AS RESTATED ANNEXURE - VIII**STATEMENT OF RELATED PARTY TRANSACTION ANNEXURE – IX**

(₹ in Lakhs)

S No	Particulars	Nature of Transaction	As on 31.12.2023	As on 31.03.2023	As on 31.03.2022	As on 31.03.2021
1	Vilin Bio Med Limited	Sales	633.88	5.45	-	-
2	Vilin Bio Med Limited	Purchases	193.38	260.05		
3	Sunaxa Pharma LLP	Sales	486.96	583.35	461.35	-
4	Blue Nile Capital Advisory Limited	Advance	5.00	-	-	-
5	Venkata Rao Sadhanala	Advance	5.00	-	-	-
6	Devireddy Srinivasa Reddy	Advance	4.97	-	-	-

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and Results of Operations together with our Restated Financial Statements included in the Draft Prospectus. You should also read the section entitled "Risk Factors" on Page 16, which discusses a number of factors, risks and contingencies that could affect our financial condition and Results of Operations. The following discussion Relates to Our Company and is based on our Restated Financial Statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources.

Our Financial Statements have been prepared in accordance with Indian GAAP, the Companies Act and the ICDR Regulations and restated as described in the Restated Financial Statements dated February 8, 2024 which is included in this Draft Prospectus under "Restated Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS Our Financial Year ends on March 31 of each year, and all references to a particular Financial Year are to the twelve-month period ended March 31 of that year.

Significant Developments Subsequent to the Last Financial Period

In the opinion of the Board of Directors of Our Company, other than as mentioned below, since the date of the last Financial Statements disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the business or profitability of Our Company or the value of its assets or its ability to pay its material Liabilities within the next twelve months.

However, following are the major developments after December 31, 2023:

We have made following post December 31, 2023:

Date of Allotment	No. of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative Number of Equity Shares	Cumulative Paid-up Share Capital (In ₹)	Cumulative Share Premium (In ₹)
02-02-2024	17,00,000	10	30	Preferential Allotment	Cash	56,58,800	5,65,88,000	3,40,00,000
07-02-2024	39,61,160	10	Nil	Bonus Issue in the ratio of 7:10	Nil	96,19,960	9,61,99,600	-

Key factors affecting the results of operation:

Our Company's future Results of Operations could be affected potentially by the following factors:

Economic conditions in the markets in which we operate

Our Results of Operations are dependent on the overall economic conditions in the markets in which we operate, including India. Any change in macro-economic conditions in these markets, including changes in interest rates, Government Policies or taxation and political, economic or other developments could affect our business and Results of Operations. The iron and steel market in India may perform differently and be subject to market and Regulatory developments that are dissimilar to the markets in other parts of the world. While stronger macro-economic conditions tend to result into higher demand for our products, weaker macro-economic conditions tend to result into lower demand. Change in demand in the market segments we currently supply or improvement/deterioration in the market or a change in Regulations, customs, taxes or other trade barriers or restrictions could affect our operations and financial condition.

Regulatory Developments

Our Company is regulated by the Companies Act, 2013 and some of its activities are subject to supervision and Regulation by statutory and Regulatory Authorities. It is therefore subject to changes in Indian Law, as well as to changes in Regulation and Government Policies and Accounting principles.

The following important factors could cause actual results to differ materially from the expectations includes among others:

- General Economic and Business Conditions;
- Volatility in Financial Market
- Increasing competition in the Industry;
- Changes in the value of the Indian Rupee and other Currencies;
- Changes in Laws and Regulations that apply to the Industry;
- Changes in Fiscal, Economic or Political conditions in India;

Reliance on major customers

Our Top 10 Customers represented 54.41%, 71.34% and 35.18% respectively, of our Revenue from Operations for the nine months period ended December 31, 2023, Fiscal 2023 and Fiscal 2022, respectively. Any reduction in Orders from our top 10 Customers would adversely affect our income. The demand from our major customers, in particular our top 10 customers, determines our revenue levels and Results of Operations, and our sales are directly affected by their production and inventory levels. Over the years, we have developed strong Relationships with our customers through whom we have been able to expand our product offerings and also our geographic reach. Our business depends on the continuity of business with these Customers.

Other Key factors affecting our Financial Condition and our Results of Operations:

Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- Increased competition in this Industry;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans including those for which funds are being raised through this Issue;
- Fluctuations in operating costs;
- Any adverse incident, including natural disaster, outbreak of any pandemic during or before our exhibitions;
- Our ability to maintain and expand our existing exhibitions;
- Our ability to enter into new verticals and setup new exhibition brands;
- Our ability to attract and retain Qualified Personnel;
- The performance of the financial markets in India and globally; and
- Any adverse outcome in the legal proceedings in which we are involved.

RESULTS OF OPERATIONS

Description of the major components of Revenue and Expense Items:

Our Total Revenue consists of Revenue from Operations and Other Income.

Revenue

Revenue from Operations

Our Company's Revenue is primarily comprising of the Sale of Pharmaceutical Products. It consists of Domestic Sales only. Our Firm, M/s Ramya Sai Analytical Services, is engaged in Analytical Testing and Certifications Services.

Other Income

Other Income comprised Interest Income.

Expenses

Operating Expenses is our largest head of expense and mainly comprised of Cost of Material Purchased, changes in Inventories. Our other costs include Employee Benefits Expense, Financial Charges, Depreciation and Amortization Expenses and Other Expenses.

Cost of Material Consumed

Cost of Materials Consumed includes value of Raw Material Consumed and Packing Material Consumed during the year / period.

Changes in Inventories of Finished Goods and Work-in-Progress

Changes in Inventories of Finished Goods and Work-in-Progress comprise of costs attributable to an increase or decrease in Inventory levels during the relevant Financial Year/ Period in Finished Goods and Work-in-Progress.

Employee Benefits Expense

Employee Benefits Expense comprised of Salary and Wages, Director's Remuneration, contribution to Provident Funds and other Funds.

Finance Cost

Finance Cost comprised Interest on Working Capital Facilities and Bank Charges and Other Finance Cost.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses comprises of Depreciation on Property, Plant and Equipment.

Other Expenses

Other Expenses primarily comprise of other Manufacturing Expenses, Bank Charges, Business Promotion Expenses, Conveyance, Legal & Professional Fees and Transportation Expenses amongst Others

Tax Expense

Our Tax Expense or Credit for the period represents the Tax payable on the Current Period's Taxable Income based on the applicable Income Tax Rate for each jurisdiction adjusted by the changes in Deferred Tax Assets and Liabilities attributable to temporary differences and to unused Tax Losses.

DISCUSSION ON RESULTS OF OPERATIONS:

The following discussion on Results of Operations should be read in conjunction with the Restated Financial Statements of Our Company /for the period ended December 31, 2023 and Financial Years ended March 31, 2023, 2022 and 2021.

OUR SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer *Significant Accounting Policies, "Annexure-I" beginning under "Restated Financial Statements"* on Page 110.

RESULTS OF OUR OPERATION

9 months period ended December 31, 2023

(₹ in Lakhs)

Particulars	For the period ended December 31, 2023	% of Total Income
Income		
Revenue from Operations	1,391.52	99.97%
Other Income	0.42	0.03%
Total Income	1,391.94	
Cost of Materials Consumed	1,041.59	74.83%
Changes in Inventories	-	-
Employee Benefit Expenses	80.42	5.78%
Other Expenses	42.90	3.08%
Total Expenditure	1,164.91	83.69%
EBIDTA	227.03	16.31%
Interest & Financial Charges	42.40	3.04%
Depreciation	16.49	1.18%
PBT	168.14	12.08%
Tax Expenses	42.02	3.02%
Profit After Tax as Restated	125.85	9.06%

Revenue from Operations

The Revenue from Operations was ₹1,391.52 Lakhs for the nine months period ended December 31, 2023. Other Income for the nine months period ended December 31, 2023 was ₹0.42 Lakhs. Hence the Total Income for the nine months period ended December 31, 2023 was ₹1,391.94 Lakhs.

Expenditure:

The Total Operating Expenditure aggregated to ₹1,164.91 Lakhs which was 83.69% of the Total Income.

Cost of Materials Consumed

Cost of Materials Consumed was ₹1,041.59 Lakhs for the nine months period ended December 31, 2023. Cost of Materials consumed was 74.83% of Our Total Income.

Changes in Inventories

There were no changes in the Inventories of Finished Goods and Work-in-Progress for the nine months period ended December 31, 2023.

Employee Benefits Expenses

Employee Benefits Expenses was ₹80.42 Lakhs for the nine months ended December 31, 2023, which primarily included Salaries and Wages. Employee Benefits Expenses was 5.78% of Our Total Income.

Other Expenses

Other Expenses was ₹42.90 Lakhs for the nine months period ended December 31, 2023, which primarily included Power Expenses, Office & General Expenses, Professional Fees, Legal Fees, amongst others. Other expenses also include Bank Charges, Conveyance Expenses, Office Expenses, Legal and Professional Charges, Rent Expenses, Staff Welfare, and Transportation amongst Others. Other expenses were 3.08% of our total income.

Interest & Financial Charges: Our Finance Costs were ₹42.40 Lakhs for the nine months period ended December 31, 2023, which primarily included Interest Expense on Working Capital Loans.

Depreciation: We incurred Depreciation cost of ₹16.49 Lakhs, which is 1.18% of our Total Income.

Tax Expenses: Tax Expenses for the period ended December 31, 2023 is ₹42.02 Lakhs.

Profits

Our EBITDA stood at ₹227.03 Lakhs for the nine months period ended December 31, 2023 with the EBITDA Margin of 16.31%. We recorded PBT of ₹168.14 Lakhs and PBT Margin stood at 19.31%. We recorded Net Profit of ₹126.12 Lakhs. Our Net Profit Margin stood at 9.06%. The Increase in Profit and Profit Margins was mainly due to operational efficiency and changes in strategy due to acquisition of Proprietorship Firm, M/s Ramya Sai Analytical Services Limited,

Comparison of Financial Years ended March 31, 2023, 2022 and 2021

(₹ in Lakhs)

Particulars	31.03.2023	31.03.2022	31.03.2021
Income			
Revenue from Operations	820.94	1,238.78	-
Increase / Decrease (%)	-50.90%	-	
Other Income	-	-	-
Total Income	820.94	1,238.78	-
Increase / Decrease (%)	-	-	
Expenditure			
Cost of Materials Consumed	733.10	1,148.84	-
Increase / Decrease (%)	-56.71%	-	
% to Total Income	89.30%	92.74%	-
Changes in Inventories	-	-	-

Increase / Decrease (%)	-	-	
% to Total Income	-	-	-
Employee Benefit Expenses	20.38	49.43	-
Increase / Decrease (%)	-142.54%	-	-
% to Total Income	2.48%	3.99%	-
Other Expenses	23.51	30.86	0.75
Increase / Decrease (%)	-31.26%	97.57%	-
% to Total Income	2.86%	2.49%	-
Total Expenditure	776.99	1,229.13	0.75
Increase / Decrease (%)	-58.19%	99.94%	-
% to Total Income	94.64%	99.22%	-
EBIDTA	43.95	9.65	(0.75)
Increase / Decrease (%)	78.04%	-	
% to Total Income	5.35%	0.78%	-
Depreciation	16.49	5.39	-
Increase / Decrease (%)	57.14%	-	-
% to Total Income	0.65%	0.19%	-
Profit Before Interest and Tax	38.56	7.34	(0.75)
Increase / Decrease (%)	80.96%	-	-
% to Total Income	4.70%	0.59%	-
Interest & Financial Charges	13.32	3.51	-
Increase / Decrease (%)	73.65%	-	-
% to Total Income	1.62%	0.28%	-
Profit Before Taxation	25.24	3.83	(0.75)
Increase / Decrease (%)	84.83%	-	-
% to Total Income	3.07%	0.31%	-
Tax Effect	7.59	0.93	-
Increase / Decrease (%)	87.30%	-	-
% to Total Income	0.89%	0.07%	-
Profit After Tax	18.19	2.90	(0.56)
Increase / Decrease (%)	84.06%	-	
% to Total Income	2.21%	0.23%	-0.04%

Comparison of FY 2023 with FY 2022:**Revenue from Operations**

The Revenue from Operations for the FY 2023 was ₹820.94 Lakhs as compared to ₹1,238.78 Lakhs during the FY 2022 showing a decrease of 50.90%. This shows the Industry stabilizing Post-Covid 2019. As a result, we have since experienced a gradual increase in business in the last quarter of the Fiscal 2022. Further since there was change in Management in April 2021, the initial focus was more on streamlining the processes and stabilizing the Working Capital Cycle rather than increasing the sales with very high Debtors.

Expenditure:**Cost of Materials Consumed**

Cost of Materials Consumed decreased to ₹733.10 Lakhs for FY 2023 from ₹1,148.84 Lakhs for FY 2022 which was 89.30% and 92.74% of Our Total Income respectively. This decrease was mainly in line with decrease in operations.

Changes in Inventories

There were no changes in the Inventories of Finished Goods and Work-in-Progress for the Fiscal 2023 and 2022.

Employee Benefit Expenses

Employee Benefit Expenses decreased from ₹49.43 Lakhs for the year ended March 31, 2022 to ₹20.38 Lakhs for FY 2023 showing a decrease of -142.54%. This decrease was mainly due to decrease in Salary and Staff Welfare Expenses. Employee Benefit Expenses stood at 3.99% and 2.48% of the Total Income for FY 2022 and FY 2023, respectively.

Other Expenses

Other Expenses decreased to ₹23.51 Lakhs for FY 2023 from ₹30.86 Lakhs for FY 2022 showing a decrease of 31.26%. Other Expenses was 2.86% of Total Income during FY 2023 as against 2.49% during FY 2022.

EBIDTA

EBIDTA increased from ₹9.65 Lakhs for the FY 2022 to ₹43.95 Lakhs for the FY 2023. During FY 2023, Our Company recorded EBIDTA Margin of 5.35% of the Total Income as against 0.78% during FY 2022.

Depreciation

Depreciation on Fixed Assets was 0.65% of Total Income during FY 2023 as compared to 0.18% during the FY 2022. The Total Depreciation during the FY 2022 was ₹2.31 Lakhs and during the FY 2023 it was ₹5.39 Lakhs.

Interest & Financial Charges

Our Finance Costs were ₹13.32 Lakhs for the year ended March 31, 2023 as compared to ₹3.51 Lakhs for the year ended March 31, 2022 showing an increase of 73.65% which primarily included Interest Expenses on Working Capital Loans.

Profit After Tax and Restatement Adjustment (PAT)

PAT increased from ₹2.90 Lakhs for the FY 2022 to ₹18.19 Lakhs in FY 2023. The increase is mainly due to Working Capital Loans availed during the period. During the FY 2023, Our Company recorded PAT Margin of 2.21% as against 0.23% for FY 2022.

Comparison of FY 2022 with FY 2021:

The Company started operations during the Fiscal 2022. During the previous Fiscal 2021, there were no operations and as such, there is no comparison.

Cash Flows

The following table sets forth certain information concerning our Cash Flows for the Periods indicated:

(₹ in Lakhs)				
Particulars	31.12.2023	31.03.2023	31.03.2022	31.03.2021
Net Cash Flow from Operating Activities	(68.13)	(308.61)	(82.13)	(8.10)
Net Cash Flow from Investing Activities	-	51.58	(30.93)	-
Net Cash Flow from Financing Activities	67.84	257.14	110.37	11.56
Net Increase in Cash and Cash Equivalents	(0.29)	0.10	(2.69)	3.46
Add: Balance at the beginning of the year	0.87	0.77	3.46	-
Cash and Cash Equivalents at the end of the year	0.58	0.87	0.77	3.46

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS:**1. Unusual or infrequent events or transactions**

Since the onset of the COVID-19 pandemic in March 2020, Our Company's operations have been minutely affected as our manufacturing units' employees faced the threat of getting infected. In 2020, cases of the novel corona virus started rapidly increasing in India, which led the Government of India to impose a nationwide lockdown. The spread of Covid-19 and its recent developments have had and might continue to have repercussions across local, national, and global economies. The manufacturing units only operated at below regular capacities because of manpower shortages.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations.

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in '*Factors Affecting our Results of Operations*' and the uncertainties described in the section entitled '*Risk Factors*' beginning on Page 16 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue, or income from continuing operations.

Apart from the risks as disclosed under Section titled "*Risk Factors*" on Page 16 in the Draft Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. Future changes in Relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.

Our Company's future costs and revenues will be determined by demand/supply situation, Government Policies and prices quoted by service providers.

5. Extent to which material increases in Net Sales or Revenue are due to increased Sales Volume, introduction of new products or services or increased Sales Prices.

Changes in Revenues during the last Three Fiscal Years are explained in "Management's Discussion and Analysis of Financial Condition & Results of Operations" under the subsection "Comparison of Financial Years ended March 31, 2023, 2022 and 2021 and Consolidated Financials for the nine months period ended December 31, 2023" under the respective paragraphs titled "Operating Revenue".

6. Total Turnover of each major Industry Segment in which the Issuer Company operated.

For details on the Total Turnover of the Industry please refer to "*Industry Overview*" on Page 66.

7. Status of any publicly announced New Products or Business Segment.

Our Company has not announced any New Product or Business Segment.

8. The extent to which business is seasonal.

Our business is not seasonal in nature.

9. Any significant dependence on a single or few Suppliers or Customer

Particulars	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Customers' Contribution Top 10 (%)	71.34	54.41
Suppliers' Contribution Top 10 (%)	69.91	45.83

10. Competitive Conditions.

Competitive conditions are as described under "*Industry Overview*" and "*Our Business*" on Pages 65 and 74, respectively.

FINANCIAL INDEBTEDNESS

Following is a summary of Outstanding Borrowings as on December 31, 2023

SI No	Nature of Borrowing	Amount *(₹ in Lakhs)
1	Secured Borrowings	159.61
	Total	159.61

The details of Loans are as under:

There are following Secured Borrowings of M/s Spectrogen Pharmachem Limited as on December 31, 2023:
(₹ in Lakhs)

Particulars	Sanctioned Amount	Outstanding Amount	Rate of Interest	Security	Repayment
ICICI Bank— Overdraft	165.00	159.61	10.25%	Residential Property: Sy. No. 7, Plot No. 49 LP No. 731966, Near Lasya Apartments, 6th Cross Road, 4th Lane Bhagya Nagar Ongole, Prakasam District - 523001	The Overdraft Facility is valid till October 25, 2024
Total	165.00	159.61			

SECTION VII – LEGAL AND OTHER INFORMATION OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal Litigation involving Our Company, Directors, Promoter or Group Companies; (ii) actions taken by Statutory or Regulatory Authorities involving Our Company, Directors, Promoter or Group Companies; (iii) Outstanding Claims involving Our Company, Directors, Promoter or Group Companies for any Direct and Indirect Tax Liabilities; (iv) Outstanding Proceedings initiated against Our Company for Economic Offences; (v) Defaults or non-payment of Statutory Dues by Our Company; (vi) Material Fraud against Our Company in the last five years immediately preceding the year of this Draft Prospectus; (vii) Inquiry, Inspection or Investigation initiated or conducted under the Companies Act 2013 or any previous Companies Law against Our Company during the last five years immediately preceding the year of this Draft Prospectus and if there were Prosecutions filed (whether pending or not); (viii) Fines imposed or Compounding of Offences for Our Company in the last five years immediately preceding the year of this Draft Prospectus; (ix) Litigation or Legal Action against our Promoter by any Ministry or Government Department or Statutory Authority during the last five years immediately preceding the year of this Draft Prospectus; (x) pending Litigations involving Our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) Outstanding Dues to Creditors of Our Company as determined to be material by Our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and Dues to Small Scale Undertakings and Other Creditors

Our Company, our Promoters and/or our Directors, have not been declared as Wilful Defaulters by the RBI or any Governmental Authority, have not been debarred from dealing in Securities and/or accessing Capital Markets by the SEBI and no Disciplinary Action has been taken by the SEBI or any Stock Exchanges against Our Company, our Promoter or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Our Board, in its Meeting held on February 8, 2024, the Material Thresholds involving the Company, its Directors and Promoter and Group Companies, as defined in the Related Parties, will be considered as material, if the aggregate amount involved in such individual litigation exceeds threshold limit of ₹10/- Crores (Rupees Ten Crores), as per the Materiality Policy framed by the Management, based on the last Audited Financial Statements of the Company.

Unless otherwise stated, all proceedings are pending as of the date of this Draft Prospectus. All information provided below is as of the date of this Draft Prospectus.

None of our Promoters or Directors is Fugitive Economic Offenders, as described under Section 12 of the Fugitive Economic Offenders Act, 2018.

LITIGATION INVOLVING OUR COMPANY: Nil

CRIMINAL PROCEEDINGS: Nil

LITIGATION INVOLVING THE DIRECTORS: Nil

LITIGATION INVOLVING OUR PROMOTERS: Nil

LITIGATION INVOLVING OUR GROUP ENTITIES: Nil

TAX PROCEEDINGS: Nil

LEGAL NOTICES RECEIVED BY OUR COMPANY, OUR PROMOTER AND OUR DIRECTORS: Nil

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against Our Company in the five years preceding the year of this Draft Prospectus.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against Our Company for any Economic Offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of this Draft Prospectus there have been no (i) instances of non-payment or defaults in payment of Statutory Dues by Our Company, (ii) Over Dues to Companies or Financial Institutions by Our Company, (iii) defaults against Companies or Financial Institutions by Our Company, or (iv) Contingent Liabilities not paid for.

TAX PROCEEDINGS

Nature of Proceedings	Number of Cases	Amount Involved (₹ in Lakhs)
Direct Tax		
- Directors	Nil	Nil
- Promoters	Nil	Nil
- Group Companies	Nil	Nil
Indirect Tax		
- Directors	Nil	Nil
- Promoters	Nil	Nil
- Group Companies	Nil	Nil

PAST CASES WHERE PENALTIES WERE IMPOSED

There are no past cases where penalties were imposed on Our Company by concerned Authorities/Courts.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Draft Prospectus, there is no outstanding Litigation against other persons and Companies whose outcome could have a material adverse effect on Our Company.

PAST INQUIRIES, INSPECTIONS, OR INVESTIGATIONS

There have been no Inquiries, Inspections or Investigations initiated or conducted under the Companies Act 2013 or any previous Company Law in the last five years immediately preceding the year of the Draft Prospectus in the case of Company, Promoters, Directors other than as described above, there have been no prosecutions filed (whether pending or not) Fines imposed, Compounding of Offences in the last five years immediately preceding the year of the Draft Prospectus.

Further, there is no Legal Action pending or taken by any Ministry or Department of the Government or a Statutory Authority against the Promoters during the last five years immediately preceding the year of the issue of the Draft Prospectus and any Direction issued by such Ministry or Department or Statutory Authority upon conclusion of such Litigation or Legal Action.

OUTSTANDING DUES TO CREDITORS

As per the Materiality Policy, our Board has approved that each Creditor, to whom Our Company individually owes a net aggregate amount that exceeds 5% of the Trade Payables as per the Restated Financial Statements for the most recent Financial Year, shall be considered as a Material Creditor of Our Company. Our Board has also approved that Dues owed by Our Company to Small Scale Undertakings as per the Restated Financial Statements for the most recent Financial Year shall be disclosed in a consolidated manner.

As per the above Policy, consolidated information of Outstanding Dues, as at December 31, 2023, owed to Small Scale Undertakings, Material Dues to Trade Creditors separately, giving details of number of cases and aggregate amount for such Dues is as under:

(₹ in Lakhs)		
Particulars	Number of Cases	Amount Outstanding
Dues to Small Scale Undertakings	Nil	Nil
Material Dues to Creditors	Nil	446.23
Other Dues to Creditors	Nil	Nil

Further, Our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, in Relation to amount unpaid as at the year-end together with interest payable as required under the said Act have not been furnished. Our Company does not owe any

small-scale industries or any MSMEs any amounts exceeding ₹1.00Lakh which is outstanding for more than 30 days. There are no disputes with such entities in Relation to payments to be made to them.

The details pertaining to Net Outstanding Dues towards our Creditors are available on the website of Our Company at www.spectrogen.co.in. It is clarified that such details available on our website do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including Our Company's website, www.spectrogen.co.in, would be doing so at their own risk.

Material Developments

Except as stated in "*Management's Discussion and Analysis of Financial Condition and Results of Operation*" on page 128, there have not arisen, since the date of the last Financial Statements disclosed in the Draft Prospectus, any circumstances which materially and adversely affect or are likely to affect our profitability taken as a whole or the value of our assets or our ability to pay our Liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

We have set out below a list of Material Approvals, Consents, Licences, and Permissions from the Governmental and Regulatory Authorities obtained by Our Company which are considered material and necessary for the purpose of undertaking our Business Activities and Operations. In view of the approvals listed herein, Our Company can undertake the Offer and its current business activities. Unless otherwise stated, Our Company has obtained all material approvals and the same are valid as of the date of this Draft Prospectus. The Material Approvals, Consents, Licenses, Registrations, and Permits obtained by Our Company which enable it to undertake its Current Business Activities are set forth below. Further, as on the date of this Draft Prospectus, Our Company does not have any Material Subsidiaries.

The Main Objects clause of the Memorandum of Association and Objects incidental to the Main Objects enable Our Company to undertake its existing Business Activities. For further details in connection with the Regulatory and legal framework within which we operate, please refer "Key Regulations and Policies" on Page 84.

A. Corporate / General Authorizations

Sl No	Authorisation granted	Issuing Authority	Registration No./CIN	Date of Issue	Valid up to
1.	Certificate of Incorporation in the name of "Spectrogen International Private Limited"	Registrar of Companies, Hyderabad	U24299TG2020PTC147109 The CIN was allotted on Incorporation of the Company	December 22, 2020	Valid until cancelled
2.	Certificate of Incorporation in the name of "Spectrogen Pharmachem Private Limited"	Registrar of Companies, Hyderabad	U24299TG2020PTC147109 The Name of the Company was changed pursuant to change in Main Objects	November 28, 2023	Valid until cancelled
3.	Certificate of Incorporation in the name of "Spectrogen Pharmachem Limited"	Registrar of Companies, Hyderabad	U24299TG2020PTC147109 The CIN was changed to below number after the conversion of the status of the Company U24299TG2020PLC147109	December 14, 2023	Valid until cancelled

B. Issue Related Authorizations

- Our Board of Directors has, pursuant to a Resolution passed at its Meeting held on February 8, 2024, authorised the Issue subject to the approval by the Shareholders of Our Company under Section 62(1)(c) of the Companies Act, 2013 and approvals by such other Authorities as may be necessary.
- The Shareholders of Our Company have authorised the Issue, pursuant to a Special Resolution under Section 62(1)(c) of the Companies Act, 2013, passed at their EGM held on February 13, 2024.
- Our Company has obtained In-Principle Approval dated [●] from the National Stock Exchange of India Limited.
- Our Company's International Securities Identification Number ("ISIN") is INE0TDC01010.

C. Tax Related Authorisations

Sl No	Authorisation Granted	Issuing Authority	Registration No. / Reference No. /License No.	Applicable Act/Regulation	Valid up to
1.	Permanent Account Number (PAN)	Income Tax Department, GoI	ABFCS1492M	Income Tax Act, 1961	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, GoI	HYDS62608A	Income Tax Act, 1961	Valid until cancelled

3.	GSTIN Certificate of Registration	Government of India and Government of Telangana	36ABFCS1492M1ZV	GST Act, 2017	Valid until cancelled
----	-----------------------------------	---	-----------------	---------------	-----------------------

D. Business-related Authorisations

1. Udyam Registration Certificate with number UDYAM-TS-02-0016323 from the Ministry of Micro, Small and Medium Enterprises.
2. License bearing number TS/HYD/2021-76129 issued by Drugs Control Administration, Government of Telangana
3. License bearing number 13622999000449 issued under the FSS Act, 2006 by the Foods Safety and Standards Authority of India
4. Importer-Exporter Code ABFCS1492M issued by the Additional Director General of Foreign Trade

E. Intellectual Property Registration

1. The details of Intellectual Property as on the date of this Draft Prospectus are as under:

SI No	Particulars		Status
1	Domain Name	www.spectrogen.co.in	Registered

2. The details of Registered Trade Marks as on the date of this Draft Prospectus are as under:

SI No	Particulars	Nature	Application Number	Status
1	PITASHIELD	Pharmaceutical Product	4904969	Registered
2	MEROTREND	Pharmaceutical Product	4904968	Registered
3	DIMOFYTE	Pharmaceutical Product	4904967	Registered
4	AMICHOICE	Pharmaceutical Product	4904965	Registered
5	SOLUKLOT	Pharmaceutical Product	4904947	Registered

F. Tax Related Authorisations of M/s Ramya Sai Analytical Services

SI No	Authorisation Granted	Issuing Authority	Registration No. / Reference No. /License No.	Applicable Act/ Regulation	Valid up to
	Permanent Account Number (PAN)	Income Tax Department, GoI	AQBPB0548D	Income Tax Act, 1961	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, GoI	HYDB08586E	Income Tax Act, 1961	Valid until cancelled
3.	GSTIN Certificate of Registration	Government of India and Government of Telangana	36AQBPB0548D1ZI	GST Act, 2017	Valid until cancelled

G. Business Related Authorisations pertaining to M/s Ramya Sai Analytical Services

1. License bearing Registration Number 08/ML/TS/2017/AL/G issued by Drugs Control Administration, Government of Telangana
2. Quality Certificate No. IN20235A for confirming to the Quality Management System Standard ISO 9001:2015
3. NABL Certificate bearing number TC-12804 issued by National Accreditation Board for Testing and Calibration Laboratories
4. Certificate for NAFDAC Clean Report and Analysis Laboratory (CRIA) issued by the National Agency for Food and Drug Administration and Control, Lagos State, Nigeria
5. Accreditation of ISO-17025 issued by the Agricultural and Processed Food Products Export Development Authority (APEDA) for exporting of Agri-Produce
6. Importer-Exporter Code AQBPB0548D issued by the Additional Director General of Foreign Trade
7. The Firm has ESIC Registration bearing number 52000747080000305

H. Approvals applied for but not yet received / Renewals made in the usual course of business:**I. Material Licenses / Approvals for which Our Company is yet to apply for / Statutory Approvals / Licenses required:**

- J. The Company has taken Insurance Policy from ICICI Lombard (ICICI Bharat Sookshma Udyam Suraksha) for securing the Premises and Assets situated at Plot No. 60-007, TSAIDC Limited, HMT Township, Chintal, Medchal, Malkangiri, Hyderabad, Telangana – 500054

OUR GROUP ENTITIES

As per the requirements of SEBI (ICDR) Regulations, for the purpose of identification of "Group Companies", Our Company considered Companies as covered under the applicable Accounting Standards, being AS-18 (as mentioned in our Restated Financial Statements), or other Companies as considered material by our Board.

For details, please refer to section titled "Our Promoters and Promoter Group" beginning on Page 100 of the Draft Prospectus.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

Corporate Approvals

- Our Board has, pursuant to its Resolution dated February 8, 2024 authorized the Issue, subject to the approval of the Equity Shareholders of Our Company under Section 62(1)(c) of the Companies Act 2013.
- Our Equity Shareholders have, pursuant to a Resolution dated February 13, 2024 under Section 62(1)(c) of the Companies Act, authorized the Issue.

We have received In-Principle Approval from NSE vide their Letter dated [●] to use the name of NSE in this Offer Document for listing of our Equity Shares on EMERGE Platform of NSE. NSE is the Designated Stock Exchange.

Prohibition by SEBI, the RBI, or Other Governmental Authorities

Our Company, our Promoters, our Directors, the Members of the Promoter Group, the Persons-in-control of Our Company have not been prohibited from accessing the Capital Markets and have not been debarred from buying, selling or dealing in Securities under any Order or Direction passed by SEBI or any other Regulatory or Governmental Authority or Court, including any Securities Market Regulator in any jurisdiction.

Prohibition by RBI

Neither Our Company, our Promoter, our Directors, Relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of Our Company have been identified as a Wilful Defaulter or a Fugitive Economic Offender and there has been no violation of any Securities Law committed by any of them in the past and no such proceedings are pending against any of them.

Neither Our Company, our Promoter, our Directors, Relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of Our Company have been categorized as a Wilful Defaulter or a Fraudulent Borrower by any Bank or Financial Institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the Guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the Reserve Bank of India;

None of Our Promoters or Directors are Fugitive Economic Offenders, as described under Section 12 of the Fugitive Economic Offenders Act, 2018.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoter and Members of the Promoter Group, are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended ("SBO Rules"), to the extent applicable to each of them as on the date of this Draft Prospectus.

Directors Associated with the Securities Market

None of our Directors are, in any manner, associated with the Securities Market and there has been no action initiated by SEBI against the Directors of Our Company in the five years preceding the date of this Draft Prospectus.

Eligibility for this Issue

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this 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.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as we are an Issuer whose Post-Issue Paid-up Capital is more than ₹10 Crores and less than ₹25 Crores and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "EMERGE Platform of National Stock Exchange of India Limited").

We confirm that:

1. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue is 100% Underwritten and that the LM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said Underwriting please refer to section titled "*General Information –Underwriting*" beginning on Page 35.
2. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire Application Money will be unblocked forthwith. If such money is not repaid within four (4) working days from the date Our Company becomes liable to repay it, then Our Company and every Officer-in-default shall, on and from expiry of four (4) working days, be liable to repay such Application Money, with an interest at the rate as prescribed under the Companies Act 2013.
3. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, our Lead Manager will submit a soft copy of the Draft Prospectus to SEBI. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Offer Document. In terms of Regulation 246(1) and (3) of the SEBI (ICDR) Regulations, we shall ensure that our Lead Manager submits a copy of the Offer Document along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Offer Document with the Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the EMERGE Platform of NSE. For further details of the arrangement of market making please refer to section titled "*General Information*" beginning on Page 35.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time-to-time and subsequent Circulars and Guidelines issued by SEBI and the Stock Exchange.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the EMERGE Platform of the NSE:

- a) Our Company was originally incorporated as a Private Limited Company under the Companies Act, 2013 pursuant to Certificate of Incorporation issued by the Registrar of Companies– Telangana, Hyderabad dated December 22, 2020 with the name "Spectrogen International Private Limited". Further, the name of Our Company was changed to "Spectrogen Pharmachem Private Limited," consequent upon change of Main Objects of the Company vide fresh Certificate of Incorporation issued by the Registrar of Companies – Telangana, Hyderabad dated November 28, 2023. Subsequently, Our Company was converted into Public Limited Company, "Spectrogen Pharmachem Limited," vide the Certificate issued by the Registrar of Companies – Telangana, Hyderabad, dated December 14, 2023.
- b) The Post-Issue Paid-up Equity Share Capital will be ₹1,361.99 Lakhs comprising of 1,36,19,960 Equity Shares of Face Value of ₹10/- each, which is less than ₹2,500 Lakhs.
- c) Our Company has a track record of three years as on the date of filing of the Prospectus.
- d) Our Company has positive Cash Accruals on the basis of Restated Financials (Earnings before Depreciation and Tax) from Operations for at least two Financial Years preceding, below are the details:

(₹ in Lakhs)

Particulars	31.12.2023	2022-2023	2021-2022	2020-2021
Profit Before Tax	168.15	25.25	3.82	(0.75)
Add: Depreciation	16.49	5.39	2.31	-
Less: Other Income	(0.42)	-	-	-
Positive Cash Accruals (Earnings Before Depreciation and Tax)	184.22	30.64	6.13	(0.75)

- e) The Networth as per the Restated Financials of Our Company as on December 31, 2023 is ₹485.41 Lakhs.

- f) Our Company confirms that there is no material Regulatory or Disciplinary Action by Stock Exchange or Regulatory Authority in the past one year in respect of Promoters, Group Companies, Companies promoted by the Promoters of the Company.
- g) Our Company has not been referred to erstwhile Board for Industrial and Financial Reconstruction (BIFR)
- h) Our Company has not received any Winding-up Petition admitted by a NCLT / Court. There is no winding-up petition against Our Company that has been admitted by the Court or a Liquidator has been appointed of competent jurisdiction against the Company.
- i) No material Regulatory or Disciplinary Action has been taken by a Stock Exchange or Regulatory Authority in the past three years against Our Company.
- j) The Directors of the Issuer are not associated with the Securities Market, in any manner, and there is no outstanding action against them initiated by the Board in the past five years.
- k) We have a website: www.spectrogen.co.in

As per Regulation 230 (1) of the SEBI ICDR Regulations, Our Company has ensured that:

- The Draft Prospectus has been filed with NSE and Our Company has made an Application to NSE for listing of its Equity Shares on the NSEEMERGE Platform. NSE is the Designated Stock Exchange.
- Our Company has entered into an Agreement with both the Depositories for dematerialisation of its Equity Shares already issued and proposed to be issued.
- The entire Pre-Issue Capital of Our Company has Shares fully Paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully Paid-up.
- The entire Equity Shares held by the Promoters will be in dematerialised form.
- The requirement of Firm Arrangements of Finance through verifiable means towards seventy-five per cent of the Stated Means of Finance for funding from the Issue Proceeds, excluding the amount to be raised through the proposed Public Offer or through existing identifiable Internal Accruals is not applicable to Our Company. For details, please refer the chapter "Objects of the Issue" on Page 53.

Our Company confirms that the amount for General Corporate Purposes, as mentioned in Objects of the Issue in the Offer Document does not exceed twenty-five per cent of the amount being raised by Our Company.

Further, Our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations. 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.
- (d) Neither Our Company nor our Promoters or Directors is a Fraudulent Borrower.
- (e) None of our Promoters or Directors is a Fugitive Economic Offender.

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.

Further, in accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire Application Money will be

unblocked forthwith. If such money is not repaid within four (4) working days from the date Our Company becomes liable to repay it, then Our Company and every Officer-in-default shall, on and from expiry of four (4) working days, be liable to repay such Application Money, with an interest at the rate as prescribed under the Companies Act 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each Officer-in-default may be punishable with fine and/or imprisonment in such a case.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS OFFER DOCUMENT, THE LEAD MANAGER, INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, INVENTURE MERCHANT BANKER SERVICES PRIVATE LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 21, 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 THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies Telangana in terms of Sections 26, 32 and 33 of the Companies Act, 2013.

Disclaimer from Our Company and the Lead Manager

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at Our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU / Issue Agreement entered into between the Lead Manager and Our Company dated February 8, 2024 and the Underwriting Agreement dated [●] entered into between the Underwriters and Our Company and the Market Making Agreement dated [●] entered into among the Lead Manager, the Market Maker and Our Company.

All information shall be made available by Our Company and the Lead Manager to the Applicants and public at large and no selective or additional information would be available for a section of the Investors in any manner whatsoever, including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their Respective Associates and Affiliates may engage in transactions with, and perform services for Our Company, our Group Entities and our Respective Affiliates and Associates in the ordinary course of business, and have engaged, or may in the future engage in Commercial Banking and Investment Banking transactions with Our Company or our Group Entities or their Respective Affiliates or Associates for which they have received and may in future receive compensation.

Disclaimer in Respect of Jurisdiction

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, Companies, corporate bodies and societies registered under the applicable Laws in India and authorised to Invest in Shares, Indian Mutual Funds registered with SEBI, Indian Financial Institutions, Commercial Banks, Regional Rural Banks, Co-operative Banks (subject to RBI permission), or trusts under applicable trust Law and who are authorised under their constitution to hold and Invest in Shares, public Financial Institutions as specified in Section 2 (72) of the Companies Act, 2013, Scheduled Commercial Banks, Mutual Fund registered with SEBI, FII and sub-account (other than a sub-account which is a Foreign Corporate or Foreign Individual) registered with SEBI, Alternative Investment Fund, Multilateral and Bilateral Development Financial Institution, Venture Capital 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 ₹2,500 Lakhs, Pension Fund with Minimum Corpus of ₹2,500 Lakhs, National Investment Fund set up by Resolution No. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, Insurance Funds set up and managed by Army, Navy or Air Force of the Union of India and Insurance Funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable Laws and Regulations to hold Equity Shares of the Company, this Draft Prospectus does not, however, constitute an invitation to purchase Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate Court(s) in, Hyderabad, India 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, except that this Draft Prospectus has been filed with National Stock Exchange of India Limited for its observations and National Stock Exchange of India Limited shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of Our Company 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 Securities Act and in compliance with applicable Laws and legislations in each jurisdiction, including India.

Disclaimer Clause of the EMERGE Platform of National Stock Exchange of India Limited

"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.: [●] dated [●], permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's Securities are proposed to be listed. The Exchange has scrutinized this draft Offer Document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by 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."

Track Records of past issues handled by Inventure Merchant Banker Services Private Limited

For details regarding the track record of the Inventure Merchant Banker Services Private Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of Inventure Merchant Banker Services Private Limited at www.inventuremerchantbanker.com

Listing

The Equity Shares of Our Company are proposed to be listed on EMERGE Platform of NSE. Our Company has obtained In-Principle Approval from NSE by way of its letter dated [●] for listing of Equity Shares on EMERGE Platform of NSE.

NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the 40 to deal in and for an official quotation of the Equity Shares on the EMERGE Platform is not granted by NSE, Our Company shall forthwith repay, without interest, all moneys received from the Applicants in pursuance of this Draft Prospectus. If such money is not repaid within the prescribed time, then Our Company becomes liable to repay it, then Our Company and every Officer-in-default shall, shall be liable to repay such Application Money, with interest, as prescribed under the applicable Law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of NSE mentioned above are taken within six (6) working days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within six (6) working days from the Issue Closing Date or within such timeline as prescribed by the SEBI, Our Company shall repay with interest all monies received from Applicants, failing which interest shall be due to be paid to the Applicants at the rate of 15% per annum for the delayed period Subject to applicable Law.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of Sub-Section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who –

- a) makes or abets making of an Application in a fictitious name to a Company for acquiring, or subscribing for, its Securities, or*
- b) makes or abets making of multiple Applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its Securities; or*
- c) otherwise induces directly or indirectly a Company to allot, or register any transfer of, Securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The Liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditors, Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker to the Issue/ Sponsor Bank, Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Draft Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Draft Prospectus for registration with the RoC.

Our Company has received written consent from the Statutory Auditor namely, M/s PPKG & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the report of the Peer Reviewed Auditor on the Restated Financial Statements, dated February 8, 2024 and the Statement of Tax Benefits dated February 16, 2024 and such consent has not been withdrawn as on the date of this Draft Prospectus.

Expert Opinion

Except for the reports in the Section "Financial Information of the Company" on Restated Financial Information and "Statement of Tax Benefits" on Page 64, from the Statutory Auditors, Our Company has not obtained any Expert Opinions.

Previous Rights and Public Issues during the Last Five Years

We have not made any previous Rights and/or Public Issues during the last five years, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

Commission and Brokerage Paid on Previous Issues of our Equity Shares

Since this is the Initial Public Offer of the Company, no sum has been paid or has been payable as commission or Brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

Previous Capital Issue during the last three years by Listed Group Companies and Subsidiary of Our Company.**Performance vis-à-vis objects**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

Our Group Company, M/s Vilin Bio Med Limited has made the Initial Public Issue of Equity Shares in June, 2023. The Company got listed on the EMERGE Platform (SME Platform) of the National Stock Exchange of India Limited on June 30, 2023.

Details of Fees Payable**Fees Payable to the Lead Manager**

The Total Fees payable to the Lead Manager(including Underwriting Fees) will be as per the Memorandum of Understanding and Underwriting Agreement among Our Company and the Lead Manager, copy of which is available for Inspection at the Registered Office of Our Company.

Fees Payable to the Registrar to the Issue

The Fees payable to the Registrar to the Issue will be as per the Agreement signed by Our Company and the Registrar to the Issue dated February 8, 2024 a copy of which is available for Inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including Cost of Stationery, Postage, Stamp Duty and Communication Expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send Refund Orders or allotment advice by Registered Post/ Speed Post/ under Certificate of Posting.

Fees Payable to Others

The Total Fees payable to the Legal Advisor, Statutory Auditor and Advertisers, etc. will be as per the terms of their respective Engagement Letters, if any.

Statement on Price Information of Past Issues handled by Inventure Merchant Banker Services Private Limited:-**TABLE1**

Sl No	Issue Name	Issue Size (₹ in Crores)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark]- 30 th Calendar Days from the Listing Day	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark]- 90 th Calendar Days from the Listing Day	+/- % Change in Closing Price, [+/- % Change in Closing Benchmark]- 180 th Calendar Days from the Listing Day
1	Navoday Enterprises Limited	4.61	20	June 25, 2021	19.50	-27.50% (-0.10%)	-38.05%(13.15%)	-47.50% (7.57%)
2	AA Plus Tradelink Limited	6.48	18	July 22, 2021	17.50	-50.00% (4.72%)	-59.72%(15.94%)	-51.94%(14.98%)
3	Omnipotent Industries Limited	18.90	63	November 29, 2021	99.00	-38.81%(0.95%)	-49.21%(-2.45%)	-63.57% (-4.15%)
4	Brandbucket Media & Technology Limited	8.25	55	December 31, 2021	55.25	-38.73%(-1.81%)	-66.18%(0.54%)	-74.36% (-8.97%)
5	Silver Pearl Hospitality & Luxury Spaces Limited	9.00	18	June 17, 2021	16.00	-37.56% (4.67)	-49.22% (16.69%)	-56.11% (22.04%)
6	Maagh Advertising And Marketing Services Limited	9.12	60	October 13, 2022	62.30	-21.80% (7.97%)	-43.90% (5.01%)	68.73%(5.11%)
7	Innovatus Entertainment Limited	7.74	50	August 4, 2023	50.00	-21%	-38%	-3%
8	Vilin Bio Med Limited	12.00	30	June 30, 2023	30.00	-15%	-24%	-18%

Source: www.nseindia.com**Note:**

1. The BSE Sensex and Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations.
3. In case the 30th/90th/180th day is a holiday, the Closing Price on BSE/NSE of the previous Trading Day has been considered.
4. In case 30th/90th/180th day, Scrips are not Traded then the Closing Price on BSE/NSE of the previous Trading Day has been considered.

TABLE2: SUMMARY STATEMENT OF DISCLOSURE

<i>Financial Year</i>	<i>Total Number of IPOs</i>	<i>Total Funds Raised (₹ in Crores)</i>	<i>Number of IPOs Trading at Discount as on 30th Calendar Day from the Listing Day</i>			<i>Number of IPOs Trading at Premium as on 30th Calendar Day from the Listing Day</i>			<i>Number of IPOs Trading at Discount as on 180th Calendar Day from the Listing Day</i>			<i>Number of IPOs Trading at Premium as on 180th Calendar Day from the Listing Day</i>		
			<i>Over 50%</i>	<i>Between 25-50%</i>	<i>Less than 25%</i>	<i>Over 50%</i>	<i>Between 25-50%</i>	<i>Less than 25%</i>	<i>Over 50%</i>	<i>Between 25-50%</i>	<i>Less than 25%</i>	<i>Over 50%</i>	<i>Between 25-50%</i>	<i>Less than 25%</i>
2020-2021	Nil	Nil	--	--	--	--	--	--	--	--	--	--	--	--
2021-2022	4	38.24	--	4	--	--	--	--	3	1	--	--	--	--
2022-2023	2	18.12	--	2	--	--	--	--	2	--	--	--	--	--
2023-2024*	1	19.74	--	--	2	--	--	--	--	--	2	--	--	--

*till the date of this Draft Prospectus.

Inventure Merchant Banker Services Private Limited has not done any Material and Board IPOs, and above are the details of the SME IPOs done by them

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

As on the date of this Draft Prospectus, Our Company has No Outstanding Debentures, Bonds, or Redeemable Preference Shares.

Partly Paid-up Shares

As on the date of this Draft Prospectus, there are no Partly Paid-up Equity Shares of Our Company.

Outstanding Convertible Instruments

Our Company does not have any Outstanding Convertible Instruments as on the date of filing this Draft Prospectus.

Option to Subscribe

- a. Investors will get the allotment of Specified Securities in dematerialization form only.
- b. The Equity Shares, on allotment, shall be traded on Stock Exchange in Demat segment only.

Stock Market Data for our Equity Shares

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus, there is no Stock Marketdata available for the Equity Shares of Our Company.

Investor Grievances and Redressal System

The Registrar Agreement provides for retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares to enable the Investors to approach the Registrar to the Issue for redressal of their grievances.

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.

Further, the Applicants shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Applicants. Our Company, the Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission, or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact the Company Secretary and 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, non-credit of allotted Equity Shares in the respective Beneficiary Account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable Investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, Investors are requested to visit the website www.scores.gov.in. Our Company shall obtain authentication on the SCORES and comply with the SEBI Circular (CIR/OIAE/1/2013) dated April 17, 2013 in Relation to redressal of Investor Grievances through SCORES.

The Board has constituted a Stakeholders Relationship Committee to review and redress the Shareholders and Investor Grievances such as transfer of Equity Shares, non-recovery of Balance Payments, Declared Dividends, approve sub-division, consolidation, transfer and issue of Duplicate Shares. For further details, please refer to the "Our Management" on Page 88.

Our Company has appointed Ms. Sonali Jain as the Company Secretary and Compliance Officer, and he may be contacted at the following address:

Ms. Sonali Jain

Company Secretary and Compliance Officer

Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri

Secunderabad, Telangana – 500009

Tel: +91 40 3503 5220

Fax: Not Available

E-mail: info@spectrogen.co.in

Website: www.spectrogen.co.in

Investors can contact the Company Secretary and 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 Equity Shares in the respective Beneficiary Account or Refund Orders, *etc.*

As on the date of this Draft Prospectus, there are no pending Investor complaints. Our Company has not received any Investor complaint in the three years prior to the filing of this Draft Prospectus.

Our Company, Lead Manager and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

Our Group Companies, M/s Pharmaids Pharmaceuticals Limited is listed on the BSE Main Board and M/s Vilin Bio Med Limited is listed on the EMERGE Platform of the NSE.

Disposal of Investor Grievances by Our Company

Our Company estimates that the average time required by Our Company or the Registrar to the Issue or the SCSB, for the redressal of routine Investor Grievances shall be 10 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, Our Company will seek to redress these complaints as expeditiously as possible.

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Prospectus, the Abridged Prospectus, Application Form, CAN, the Revision Form, Allotment Advices, and other terms and conditions as may be incorporated in the Documents/Certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable Laws, Guidelines, Rules, Notifications and Regulations relating to the Issue of Capital and Listing and Trading of Securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other Authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of 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 Offer shall use only Application Supported by Blocked Amount (ASBA) facility for making payment. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018. Retail Individual Investors applying in Public Offer may use either Application Supported by Blocked Amount (ASBA) Facility for making Application or also can use UPI as a Payment Mechanism with Application Supported by Blocked Amount for making Application.

Further vide the said Circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application Forms. Investor may visit the official website of the concerned for any information on operationalisation of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

Ranking of Equity Shares

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of Our Company including rights in respect of the rights to receive Dividends and other corporate benefits, if any, declared by us after the date of Allotment. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to Dividends and other Corporate Benefits, if any, declared by Our Company after the date of Allotment. For further details, please refer "Main Provisions of Articles of Association" on Page 184.

Authority for the Issue

This Issue has been authorized by Resolution of the Board passed at their Meeting held on February 8, 2024 subject to the approval of Shareholders through a Special Resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The Shareholders have authorized the Issue by a Special Resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the EGM of the Company held on February 13, 2024.

Mode of Payment of Dividend

Our Company shall pay Dividend to the Shareholders of Our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of Our Company, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and any other Rules, Regulations or Guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of Our Company. We shall pay Dividends in cash and as per provisions of the Companies Act, for further details in relation to Dividends, please refer to Sections titled, "Dividend Policy" and "Main Provisions of the Articles of Association", beginning on Page 109 and 184 respectively, of this Draft Prospectus.

Face Value and Issue Price Per Share

The Face Value of the Equity Shares is ₹10/- each and the Issue Price is ₹30/- Per Equity Share.

The Issue Price is determined by Our Company in consultation with the Lead Manager and is justified under "Basis for Issue Price" on Page 58. At any given point of time there shall be only one denomination for the Equity Shares.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. 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 attend General Meetings and exercise Voting Rights, unless prohibited by Law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Offer for Rights Shares and be allotted Bonus Shares, if announced;
- Right to receive Surplus on Liquidation subject to any Statutory and Preferential Claim being satisfied;
- Right of free transferability subject to applicable Law, including any RBI rules and Regulations; and
- Such other rights, as may be available to a Shareholder of a Listed Public Limited Company under the Companies Act, the terms of the Listing Agreements with the Stock Exchange(s) and the Memorandum and Articles of Association of Our Company.

For a detailed description of the main provisions of the Articles of Association Relating to Voting Rights, Dividend, Forfeiture and Lien and/or consolidation/splitting, please refer "*Main Provisions of Articles of Association*" on Page 184.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent Courts/Authorities in Hyderabad, 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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable Laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable Laws or Regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent Investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under Laws or Regulations.

Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed amongst Our Company, the respective Depositories, and the Registrar to the Issue:

- Agreement dated January 18, 2024 amongst NSDL, Our Company and the Registrar to the Issue; and
- Agreement dated February 7, 2024 amongst CDSL, Our Company and the Registrar to the Issue.

Market Lot and Trading Lot

The Trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares and the same may be modified by the EMERGE Platform of NSE from time-to-time by giving prior notice to Investors at large.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or First Applicant, along with other Joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of Joint Applicants, 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 our Registered Office or to the Registrar and Share Transfer Agent of Our Company.

In accordance with Section 72 of the Companies Act, 2013 any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all Dividends, Bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with Our Company. Nominations registered with respective Depository Participant of the Applicant would prevail. If the Investor wants to change the nomination, they are requested to inform their respective Depository Participant.

Minimum Number of Allottees

Further in accordance with the Regulation 268 of SEBI (ICDR) Regulations, the Minimum Number of Allottees in this Offer shall be 50 Shareholders. In case the minimum number of Prospective Allottees is less than 50, no allotment will be made pursuant to this Offer and the monies blocked by the SCSBs and Sponsor Bank, shall be unblocked within 4 (four) working days of closure of Offer.

Period of the Subscription list of the Public Issue

Event	Indicative Date
Issue Opening Date	[.]
Issue Closing Date	[.]
Finalization of Basis of Allotment with the Designated Stock Exchange	[.]
Initiation of Allotment / Refunds / Unblocking of Funds(1)	[.]
Credit of Equity Shares to Demat Accounts of Allottees	[.]
Commencement of trading of the Equity Shares on the Stock Exchange	[.]

(1) In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three working days from the Issue Closing Date, the Applicants shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding three working days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable.

The above timetable is indicative and does not constitute any obligation on Our Company or the Lead Manager. Whilst Our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within three working days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by Our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable Laws.

Applications and any revision to the same shall be accepted only between 10:00 A.M. and 5:00 P.M. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10:00 A.M. and 3:00 P.M. (IST) or such extended time as permitted by the Stock Exchanges, in case

of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on working days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications, one day prior to the Issue Closing Date and, in any case, no later than 3:00 P.M. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither Our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or the electronic Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

Minimum Subscription

This Issue is not restricted to any Minimum Subscription Level. This Issue is 100% Underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this Offer Document including devolvement of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond four days after the Issuer becomes liable to pay the amount, the Issuer shall pay 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 the chapter titled “*General Information – Underwriting*” on Page 35.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum Application size in terms of number of specified Securities shall not be less than Rupees One Lakh per Application.

Arrangements for Disposal of Odd Lots

The Trading of the Equity Shares will happen in the Minimum Contract Size of 4,000 Equity Shares. However, the Market Maker shall buy the entire Shareholding of a Shareholder in one lot, where value of such Shareholding is less than the Minimum Contract Size allowed for trading on the EMERGE Platform of NSE.

Option to receive Equity Shares in Dematerialized Form

Pursuant to Section 29 of the Companies Act, the Equity Shares in the Issue shall be allotted only in dematerialised form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchange.

Migration to Main Board

In accordance with the National Stock Exchange of India Limited Circular dated March 10, 2014, Our Company will have to be mandatorily Listed and Traded on the EMERGE Platform of the National Stock Exchange of India Limited for a minimum period of 3 (three) years from the Date of Listing and only after that it can migrate to the Main Board of National Stock Exchange of India Limited as per the Guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations. Our Company may migrate to the Main Board of National Stock Exchange of India Limited from the EMERGE Platform on a later date subject to the following:

- a) If the Paid-up Capital of the Company is likely to increase above ₹25 Crores by virtue of any Further Issue of Capital by way of Rights, Preferential Issue, Bonus Issue etc. (which has been approved by a Special Resolution through Postal Ballot wherein the votes cast by the Shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter Shareholders against the proposal and for which the Company has obtained In-Principal Approval from the Main Board), we shall have to apply to National Stock Exchange of India Limited for listing our Shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of Specified Securities laid down by the Main Board.

OR

- b) If the Paid-up Capital of the Company is more than ₹10 Crores but below ₹25 Crores, we may still apply for migration to the main Board if the same has been approved by a Special Resolution through Postal Ballot wherein the votes cast by the Shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by Shareholders other than Promoter Shareholders against the proposal.

Market Making

The Shares issued and transferred through this Offer are proposed to be listed on the NSE SME with compulsory Market Making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the Date of Listing on the EMERGE Platform of National Stock Exchange of India Limited. For further details of the Market Making Arrangement please refer to Chapter titled "General Information" beginning on Page 35 of this Draft Prospectus.

As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and Foreign Venture Capital Investors registered with SEBI to Invest in Shares of Indian Companies by way of subscription in an IPO. However, such Investments would be subject to other Investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI Regulations as may be applicable to such Investors

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

New Financial Instruments

The Issuer Company is not issuing any New Financial Instruments through this Issue.

Application by Eligible NRI's, FPI's, VCF's, AIF's 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.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the Pre-Issue Capital of Our Company, Promoters' Minimum Contribution as provided in "*Capital Structure*" on Page 41, 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 "*Main Provisions of Articles of Association*" on Page 184.

ISSUE STRUCTURE

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as we are an Issuer whose Post-Issue Paid-up Capital is more than ₹10 Crores and less than ₹25 Crores and we may hence issue Equity Shares to the Public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "EMERGE Platform of National Stock Exchange of India Limited"). For further details regarding the salient features and terms of such an Issue, please refer "Terms of the Issue" and "Issue Procedure" on Pages 154 and 162 respectively.

Following is the Issue structure:

Public Issue of up to 40,00,000 Equity Shares of Face Value of ₹10/- each of Our Company for Cash at an Issue Price of ₹30/- Per Equity Share (including Share Premium of ₹20/- Per Equity Share) ("**Issue Price**") aggregating to ₹1,200 Lakhs ("**the Issue**") of which 2,00,000 Equity Shares Aggregating to ₹60.00 Lakhs will be reserved for subscription by Market Maker ("**Market Maker Reservation Portion**"). The Issue less the Market Maker Reservation Portion i.e., Net Issue of 38,00,000 Equity Shares of Face Value of ₹10/- each at an Issue Price of

Particulars	Net Issue to Public [^]	Market Maker Reservation Portion
Number of Equity Shares	38,00,000 Equity Shares	2,00,000 Equity Shares
Percentage of Issue Size available for Allocation	95% of the Issue Size (50% for the Retail Individual Investors and the balance 50% for Other than Retail Individual Investors).	5% of the Issue Size
Basis of Allotment/Allocation if respective Category is Over-subscribed	Proportionate subject to Minimum Allotment of 4,000 Equity Shares and Further allotment in multiples of 4,000 Equity Shares each. For further details please refer to the Section titled "Issue Procedure" on Page 162.	Firm Allotment
Mode of Application*	Through ASBA Process or up to ₹5 Lakhs through UPI for Individual Investors	Through ASBA process only
Minimum Application Size	<u>For QIB and NI:</u> Equity Shares in the multiples of 4,000 at an Issue Price of ₹30/- Per Share, so that Application Value exceeds ₹2,00,000/- <u>For Retail Individuals:</u> 4,000 Equity Shares at an Issue Price of ₹30/- each.	2,00,000 Equity Shares at an Issue Price of ₹30/- each.
Maximum Application	<u>For QIB and NI:</u> The Maximum Application Size is the Net Issue to the Public i.e., 38,00,000 Equity Shares, subject to limits, the Investor has to adhere under the relevant Laws and Regulations as applicable. <u>For Retail Individuals:</u> 4,000 Equity Shares at an Issue Price of ₹30/- each.	2,00,000 Equity Shares at an Issue Price of ₹30/- each.
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	4,000 Equity Shares	4,000 Equity Shares. However, the Market Makers may accept odd lots if any in the Market as required under the SEBI (ICDR) Regulations.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time-to-time. For further details please refer "Terms of the Issue" on Page 1524.

*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as the present Issue is a Fixed Price Offer the allocation in the Net Offer to the Public Category shall be made as follows:

- d) Minimum Fifty Percent to Retail Individual Investors; and
- e) Remaining to:
 - i. Other Investors including Corporate Bodies or Institutions, irrespective of the number of Specified Securities applied for;
 - ii. The Unsubscribed Portion in either of the categories specified in (a) or (b) above may be allocated to the Applicants in the other Category.

If the Retail Individual Investor Category-I is entitled to more than Fifty Percent on proportionate basis, accordingly the Retail Individual Investors shall be allocated that higher percentage.

** In case of Joint Application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the Beneficiary Account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the Joint Holders*

Withdrawal of the Issue

The Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The Final Listing and Trading approvals of National Stock Exchange of India Limited for listing of Equity Shares offered through this Issue on its EMERGE Platform, which the Company shall apply for after Allotment and,
2. The Final ROC approval of the Prospectus after it is filed with the ROC.

In case, the Company wishes to withdraw the Issue after 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 English and Hindi) and one in Regional Newspaper.

The 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 Issue Closing Date and subsequently decides to undertake a Public Offering of Equity Shares, Our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Issue Programme

Issue Opening Date	[.]
Issue Closing Date	[.]

Applications and any revisions to the same will be accepted only between 10:00 A.M. and 5:00 P.M. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form except that on the Issue Closing Date Applications will be accepted only between 10:00 A.M. and 3:00 P.M. (Indian Standard Time).

Standardization of Cut-off Time for uploading of Applications on the Issue Closing Date:

- a) A Standard Cut-off Time of 3:00 P.M. for acceptance of Applications.
- b) A Standard Cut-off Time of 4:00 P.M. for uploading of Applications received from other than Retail Individual Applicants.

- c) A Standard Cut-off Time of 5:00 P.M. for uploading of Applications received from only Retail Individual Applicants, which may be extended up to such time as deemed fit by National Stock Exchange of India Limited after taking into account the total number of Applications received up to the closure of timings and reported by Lead Manager to National Stock Exchange of India Limited within half an hour of such closure.

It is clarified that Applications not uploaded, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per physical Application Form of that Applicant may be taken as the final data for the purpose of Allotment.

Applications will be accepted only on working days i.e., all days excluding Saturdays, Sundays and Public Holidays, on which the Commercial Banks in the City, as notified in the Offer Document, are open for business.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues which highlights the key rules, processes and procedures applicable to Public Issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue. The Investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, all Applicants may refer to the General Information Document for information in Relation to (i) Category of Investor eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to Joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 Relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in Relation to the legal matters concerning the Issue. For taking an Investment decision, the Applicants should rely on their own examination of the Issuer and the Issue and should carefully read the Draft Prospectus/Draft Prospectus before Investing in the Issue.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable Law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent Investigations and ensure that their Applications 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 the Draft Prospectus.

Further, Our Company and the Lead Manager do not accept any responsibility for any adverse occurrences' consequent to the implementation of the UPI Mechanism for Application in this Issue.

The lists of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that has been notified by National Stock Exchange of India Limited to act as intermediaries for submitting Application Forms are provided on <https://www.nseindia.com>.

SEBI vide the UPI Circulars, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective up to June 30, 2019.

With effect from July 1, 2019, SEBI vide its Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Applications by Retail Individual Investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing 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 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 Applicants ("UPI Phase III"), and modalities of the implementation of UPI Phase III was 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 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer has been made under UPI Phase III of the UPI Circular on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time. The Offer will be advertised in all editions of an English national daily newspaper, (ii) all editions of a Hindi national daily newspaper, and (iii) Telugu editions of the Telugu daily newspaper

(Telugu being the regional language of Telangana, where our Registered Office is located) on or prior to the Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, 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, as amended pursuant to SEBI 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/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Circular No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has introduced certain additional measures for streamlining the process of Initial Public Issues and redressing Investor Grievances. This Circular is effective for Initial Public Issues opening on or after May 01, 2021, except as amended pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021, and the provisions of this circular, as amended, are deemed to form part of this Prospectus. Further, SEBI vide its Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, has mandated all individual investors applying in the Offer up to ₹5,00,000 to use the UPI Mechanism for submitting their Applications with (i) a Syndicate Member; (ii) a Registered Broker at the Broker Centre; (iii) a Collecting Depository Participant; and (iv) the Registrar to 198 the Offer. Subsequently, pursuant to the May 30, 2022 Circular, Applications made using the ASBA facility in Initial Public Offerings shall be processed only after application monies are blocked in the Bank Accounts of Investors (all categories). Further, SEBI vide its Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to 2 Working Days. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 2 (two) working days from the Application/Offer Closing Date, in accordance with the SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two working days from the Offer Closing Date by the Intermediary responsible for causing such delay in unblocking. The LM shall, in their sole discretion, identify and fix the liability on such Intermediary or entity responsible for such delay in unblocking of amounts in the ASBA Accounts.

Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document, and are not liable for any amendment, modification or change in the applicable Law which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent Investigations and ensure that their Applications 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 the Draft Prospectus.

Further, Our Company and the Lead Manager are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for Application in the Issue.

Phased implementation of Unified Payments Interface

SEBI has issued a **UPI Circulars** in Relation to streamlining the process of Public Issue of Equity Shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for Applications by RIBs through intermediaries with the objective to reduce the time duration from Public Issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

Phase-I: This Phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from Public Issue closure to listing would continue to be six working days.

Phase-II: This phase commenced on completion of Phase-I i.e., with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main Board Public Issues, whichever is later. Further, as per the SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from Public Issue closure to listing would continue to be six working days during this phase.

Phase-III: The commencement period of Phase-III is yet to be notified. In this phase, the time duration from Public Issue closure to listing would be reduced to be three Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Issue.

All SCSBs offering facility of making Application in Public Issues shall also provide facility to make Application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in Order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI Mechanism.

SEBI through its Circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all Individual Investors applying in Initial Public Offerings opening on or after May 1, 2022, where the Application amount is up to ₹500,000, shall use UPI. Individual Investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through 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.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI 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 Applicants to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities Law. Additionally, if there is any delay in the redressal of Investors' Complaints, the relevant SCSB as well as the LM will be required to compensate the concerned investor.

The Offer will be made under UPI Phase III of the UPI Circular. All SCSBs issuing facility of making application in public issues shall also provide facility to make application using UPI.

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 provide a written confirmation on compliance with 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/DIL2/P/CIR/2021/570 dated June 02, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. NPCI vide circular reference no. NPCI/UI/OC No. 127/ 2021-22 dated December 09, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹2,00,000 to ₹5,00,000 for UPI based ASBA in initial public offerings.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process. As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as the present Issue is a Fixed Price Issue the Allocation in the Net Offer to the Public Category shall be made as follows:

- f) Minimum fifty percent to Retail Individual Investors; and
- g) Remaining to:
 - i. Other Investors including Corporate Bodies or Institutions, irrespective of the number of Specified Securities applied for;
- h) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the Applicants in the other category.

If the Retail Individual Investor Category-Is entitled to more than fifty percent on proportionate basis, accordingly the Retail Individual Investors shall be allocated that higher percentage.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e., SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager

may reject Applications at the time of acceptance of Application Form, provided that the reasons for such rejection shall be provided to such Applicant in writing.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the Minimum Lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of Our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's Depository account including DP ID, PAN, UPI ID (in case of RIBs using the UPI Mechanism) and Beneficiary Account Number shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the Stock Exchange, do not match with the DP ID, Client ID and PAN available in the Depository Database, the Application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange.

APPLICATION FORM

Copies of the Application Form and the abridged Draft Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of Our Company. An electronic copy of the Application Form will also be available for download on the websites of the National Stock Exchange of India Limited (www.nseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected. Retail Individual Investors using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Category	Colour⁽¹⁾
Indian Public / eligible NRI's applying on Non-Repatriation Basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FII's, FVCI's, etc. applying on a repatriation basis (ASBA)	Blue

(1) Excluding electronic Application Form.

RIIs and other Individual Investors using UPI Mechanism may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. ASBA Applicants are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount which can be blocked by the SCSB.

Further, for Applications submitted to Designated Intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Application Form, respective Intermediary shall capture and upload the relevant Application details, including UPI ID, in the electronic bidding system of Stock Exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed Application Form to any of the following Intermediaries (Collectively called "Designated Intermediaries")

S 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)

RIIs and other Individual Investors submitting Application with any of the entities at (ii) to (v) above (hereinafter referred as 'Intermediaries'), and intending to use UPI, shall also enter their UPI ID in the Application Form.

The aforesaid intermediaries shall, at the time of receipt of Application, give an acknowledgement to Investor, by giving the counter foil or specifying the Application number to the Investor, as proof of having accepted the Application Form, in physical form or electronic mode respectively.

The upload of the details in the electronic bidding system of the Stock Exchange will be done by:

For the Applications submitted by the Investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the Stock Exchange and may begin blocking funds available in the Bank Account specified in the form, to the extent of the Application Money specified.
For Applications submitted by the Investors to Intermediaries, other than SCSBs, without use of UPI for payment	After accepting the Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the Stock Exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Application Forms to Designated Branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.
For Applications submitted by the Investors to Intermediaries, other than SCSBs, with use of UPI for payment	<p>After accepting the Application Form, respective Intermediary shall capture and upload the relevant Application details, including UPI ID, in the electronic bidding system of Stock Exchange(s).</p> <p>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.</p> <p>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.</p>

Stock Exchange(s) shall validate the electronic 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(s) shall allow modification of selected fields viz. DP ID/Client ID, Bank code and Location code, in the Application details already uploaded.

For ASBA Applicants using UPI Mechanism, the Stock Exchange shall Share the Application details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to ASBA Applicants for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile Applications associated with UPI ID linked Bank Account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the Liability to compensate ASBA Applicants (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall Share the audit trail of all disputed transactions/ Investor complaints to the Sponsor Banks and the Bankers to the Issue. The Lead Manager 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. For ensuring timely information to Investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

Who Can Apply?

1. Indian nationals' resident in India, who are not minors (except through their Legal Guardians), in single or joint names (not more than three);
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable Laws in India and authorized to Invest in Equity Shares;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a Repatriation Basis or on Non-Repatriation Basis subject to the applicable Laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, Scheduled Commercial Banks (excluding Foreign Banks), Regional Rural Banks, cooperative Banks (subject to RBI Regulations and the SEBI Regulations and other Laws, as applicable);
7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is Foreign Corporate or Foreign Individual under the QIB portion;
8. Sub-accounts of FIIs registered with SEBI, which are Foreign Corporate or Foreign Individuals only under the Non-Institutional Applications portion;
9. Venture Capital Funds registered with SEBI;
10. Foreign Venture Capital Investors registered with SEBI;
11. Eligible Qualified Foreign Investors;
12. Foreign Nationals and other Non-Residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions);
13. Multilateral and Bilateral Development Financial Institutions;
14. State Industrial Development Corporations;
15. Trusts/Societies registered under the Societies Registration Act, 1860, as amended, or under any other Law relating to Trusts/Societies and who are authorized under their respective constitutions to hold and Invest in Equity Shares;
16. Scientific and/or Industrial Research Organizations authorized in India to Invest in Equity Shares;
17. Insurance Companies registered with Insurance Regulatory and Development Authority;
18. Provident Funds with Minimum Corpus of ₹250 Million and who are authorised under their constitution to hold and Invest in Equity Shares;
19. Pension Funds with Minimum Corpus of ₹250 Million and who are authorised under their constitution to hold and Invest in Equity Shares;
20. Limited Liability Partnerships;
21. National Investment Fund set up by Resolution F.NO.2/3/2005-DDII dated November 23, 2005 of the Government of India, published in the Gazette of India;
22. Nominated Investor and Market Maker;

23. Insurance Funds set up and managed by the Army, Navy, or Air Force of the Union of India and by the Department of Posts, India;
24. Any other person eligible to Apply in this Issue, under the Laws, Rules, Regulations, Guidelines and Policies applicable to them and under Indian Laws.
25. As per the existing policy of the Government of India, OCBs cannot participate in this Issue. Applicants are advised to ensure that any single Application from them does not exceed the Investment Limits or maximum number of Equity Shares that can be held by them under applicable Law.
26. Applications not to be made by:
 1. Minors (except through their Guardians)
 2. Partnership Firms or their nominations
 3. Overseas Corporate Bodies

The Equity Shares have not been and will not be registered, listed, or otherwise qualified in any other jurisdiction outside India and may not be 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.

Maximum and Minimum Application Size

a) For Retail Individual Applicants:

The Application must be for a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹2,00,000.

b) For Other Applicants [Non-Institutional Applicants and Qualified Institutional Buyer(s) (QIB)]:

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹2,00,000 and in multiples of 4,000 Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum Application size by a QIB Investor should not exceed the Investment Limits prescribed for them by applicable Laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.** Under the existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000/- for being considered for allocation in the Non-Institutional Portion.

The above Information is given for the benefits of the Applicants. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section. Applicants are advised to make their independent Investigations and ensure that their Applications do not exceed the Investment Limits or maximum number of Equity Shares that can be held by them under applicable Law or as specified in this Draft Prospectus.

Participation by associates and affiliates of the Lead Manager and the Syndicate Members

The Lead Manager shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their Underwriting obligations. However, the Associates and Affiliates of the Lead Manager may subscribe to Equity Shares in the Issue in Non-Retail Portion, where the allocation is on a proportionate basis and such subscription may be on their own account or on the 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 dematerialized form only. Investors will not have the option of getting of specified Securities in physical form. However, they may get the specified Securities re-materialized subsequent to allotment.
- 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 Laws.

Applications by Mutual Funds

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, Our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by Asset Management Companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall Invest more than 10% of its net asset value in 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.

Applications by Eligible NRIs

Eligible NRIs may obtain copies of Application Form from the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (**NRE**) accounts, or Foreign Currency Non-Resident (**FCNR**) Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (**NRO**) accounts for the full Application amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Application by FIIs (including FIIIs)

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule-II of the FEMA Regulations. An FII shall not be eligible to Invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an Investor group (which means the same set of Ultimate Beneficial Owner(s) Investing through multiple entities) must be below 10% of our Post-Issue Equity Share Capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the Total Paid-up Equity Share Capital of Our Company and the total holdings of all FPIs put together shall not exceed 24% of the Paid-up Equity Share Capital of Our Company. The Aggregate Limit of 24% may be increased up to the Sectoral Cap by way of a Resolution passed by the Board of Directors followed by a Special Resolution passed by the Shareholders of Our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a Company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

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 22 of the SEBI FPI Regulations, an FPI, other than Category-III Foreign Portfolio Investor and unregulated Broad Based

Funds, which are classified as Category-II Foreign Portfolio Investor by virtue of their Investment Manager being appropriately Regulated, may issue, subscribe to or otherwise deal in Offshore Derivative Instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against Securities held by it that are listed or proposed to be listed on any recognised Stock Exchange in India, as its underlying) directly or indirectly, only in the event (i) such Offshore Derivative Instruments are issued only to persons who are Regulated by an appropriate Regulatory Authority; and (ii) such Offshore Derivative Instruments are issued after compliance with 'know your client' norms. Further, pursuant to Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any Offshore Derivative Instrument is made by or on behalf of it to any persons that are not Regulated by an appropriate Foreign Regulatory Authority. Further, where an Investor has Investments as FPI and also holds positions as an Overseas Direct Investment Subscriber, Investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI Investments and Overseas Direct Investment positions held in the underlying Indian Company.

Applications by SEBI Registered Venture Capital Funds, Alternative Investment Fund (AIF) and Foreign Venture Capital Investors

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "**SEBI VCF Regulations**") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the Investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "**SEBI AIF Regulations**") prescribe, amongst others, the Investment restrictions on AIFs.

The holding by any Individual VCF registered with SEBI in one Venture Capital Undertaking should not exceed 25% of the Corpus of the VCF. Further, VCFs and FVCIs can Invest only up to 33.33% of the Investible funds by way of subscription to an Initial Public Offering.

The Category-I and Category-II AIFs cannot Invest more than 25% of the Corpus in one Investee Company. A Category-III AIF cannot Invest more than 10% of the Corpus in one Investee Company. A Venture Capital Fund registered as a Category-I AIF, as defined in the SEBI AIF Regulations, cannot Invest more than 1/3rd of its Corpus by way of subscription to an Initial Public Offering of a Venture Capital Undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be Regulated by the VCF Regulation until the existing fund or scheme managed by the Fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that Refunds, Dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank Charges and Commission.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of Foreign Currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of Allocation.

Applications by Limited Liability Partnerships

In case of Applications made by Limited Liability Partnerships registered under the Limited Liability Partnership Act, 2008, Certified Copy of the Certificate of Registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, Our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability Partnerships can participate in the Issue only through the ASBA Process.

Applications by Insurance Companies

In case of Applications made by Insurance Companies registered with the IRDA, Certified Copy of the Certificate of Registration issued by IRDA must be attached to the Application Form. Failing this, Our Company reserves the right to reject any Application without assigning any reason thereof. The exposure norms for Insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 ("**IRDA Investment Regulations**"), as amended, as amended, are broadly set forth below:

- 1) Equity Shares of a Company: the least of 10% of the Investee Company's Subscribed Capital (Face Value) or 10% of the respective Fund in case of Life Insurer or 10% of Investment Assets in case of General Insurer or Re-Insurer;

- 2) 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 General Insurer or Re-Insurer or 15% of the Investment Assets in all Companies belonging to the group, whichever is lower; and
- 3) The Industry Sector in which the Investee Company belongs to not more than 15% of the Fund of a Life Insurer or a General Insurer or a Re-Insurer or 15% of the Investment Asset, whichever is lower.

The Maximum Exposure Limit, in the case of an Investment in Equity Shares, cannot exceed the lower of an amount of 10% of the Investment Assets of a Life Insurer or General Insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance Companies participating in this Issue shall comply with all the applicable Regulations, Guidelines and Circulars issued by IRDAI from time-to-time.

Applications under Power of Attorney

In case of Applications made pursuant to the Power of Attorney by Limited Companies, Corporate Bodies, Registered Societies, Mutual Funds, Insurance Companies and Provident Funds with Minimum Corpus of ₹25 Crores (subject to applicable Law) and Pension Funds with Minimum Corpus of ₹25 Crores, Certified Copy of the Power of Attorney or the relevant Resolution or Authority, as the case may be, along with Certified Copy of the Memorandum of Association and Articles of Association and/or Bye-Laws must be lodged with the Application Form. Failing this, Our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason, therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to Applications by Mutual Funds, Certified Copy of their SEBI Registration Certificate must be lodged along with the Application Form. Failing this, Our Company reserves the right to accept or reject any Application, in whole or in part, in either case without assigning any reasons thereof.
- (b) With respect to Applications by Insurance Companies registered with the Insurance Regulatory and Development Authority, in addition to the above, Certified Copy of the Certificate of Registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, Our Company reserves the right to accept or reject any Application, in whole or in part, in either case without assigning any reasons thereof.
- (c) With respect to Applications made by Provident Funds with Minimum Corpus of ₹25 Crores (subject to applicable Law) and Pension Funds with Minimum Corpus of ₹25 Crores, Certified Copy of a Certificate from a Chartered Accountant certifying the Corpus of the Provident Fund/Pension Fund must be lodged along with the Application Form. Failing this, Our Company reserves the right to accept or reject such Application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the Power of Attorney along with the Application Form, subject to such terms and conditions that Our Company, the Lead Manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the Power of Attorney to request the Registrar to the Issue that, for the purpose of printing particulars and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the Bank Accounts of ASBA Applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the Application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the Lead Manager are not liable for any amendments or modification or changes in applicable Laws or Regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent Investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under Laws or Regulations.

Applications by Provident Funds / Pension Funds

In case of Applications made by Provident Funds with Minimum Corpus of ₹25 Crores (subject to applicable Law) and Pension Funds with Minimum Corpus of ₹25 Crores, Certified Copy of Certificate from Chartered Accountant certifying the Corpus of the Provident Fund/ Pension Fund must be lodged along with the Application Form. Failing this, Our

Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Applications by Banking Companies

In case of Applications made by Banking Companies registered with RBI, certified copies of:

- (i) The Certificate of Registration issued by RBI, and
- (ii) The approval of such Banking Company's Investment Committee is required to be attached to the Application Form, failing which Our Company reserves the right to reject any Application without assigning any reason, therefore.

The Investment Limit for Banking Companies in Non-Financial Services Companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Circular – Para-Banking Activities dated July 1, 2015 is 10% of the Paid-up Share Capital of the Investee Company or 10% of the Banks' own Paid-up Share Capital and Reserves, whichever is less. Further, the Investment in a Non-Financial Services Company by a Banking Company together with its Subsidiaries, Associates, Joint Ventures, entities directly or indirectly controlled by the Bank and Mutual Funds managed by Asset Management Companies controlled by the Banking Company cannot exceed 20% of the Investee Company's Paid-up Share Capital. A Banking Company may hold up to 30% of the Paid-up Share Capital of the Investee Company with the prior approval of the RBI provided that the Investee Company is engaged in Non-Financial Activities in which Banking Companies are permitted to engage under the Banking Regulation Act, 1949.

Applications by Self Certified Syndicate Banks (SCSBs)

SCSBs participating in the Issue are required to comply with the terms of the SEBI Circulars dated September 13, 2012 and January 2, 2013. 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 ASBA Applications.

Information for the Applicants

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Draft 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 Draft Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridged Draft Prospectus and copies of the Draft Prospectus will be available with the Lead Manager, the Registrar to the Issue, and at the Registered Office of Our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any Applicant who would like to obtain the Draft Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their Applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose Beneficiary Account is inactive shall be rejected. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom 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 or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected.
7. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSBs 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 Application Form, before entering the ASBA Application into the electronic system.

8. 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 Applicants, or in the case of Application in joint names, the First Applicant (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 Application Form without PAN is liable to be rejected. The Demat Accounts of Applicants for whom PAN details have not been verified, excluding persons 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 Applicants.
9. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the 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 Application Form is liable to be rejected.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable Laws or Regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent Investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of Banks that have been notified by SEBI to act as SCSB (Self-Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

Method and Process of Applications

1. Applicants are required to submit their Applications during the Issue Period only through the Designated Intermediaries.
2. The Issue Period shall be for a minimum of three (3) working days and shall not exceed ten (10) working days. The Issue Period may be extended, if required, by an additional three working days, subject to the total Issue Period not exceeding Ten (10) working days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their Applications.
4. The Applicant cannot apply on another Application Form after Applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application Form to either the same or to another Designated Intermediaries will be treated as multiple Applications and is liable to be rejected either before entering the Application into the Electronic Collecting System (ECS) or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. The Designated Intermediaries shall, at the time of receipt of Application, give an acknowledgement to Investor, by giving the counter foil or specifying the Application number to the Investor, as a proof of having accepted the Application Form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of Stock Exchange and post that blocking of funds will be done by as given below:

For the Applications submitted by the Investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the Stock Exchange and may begin blocking funds available in the Bank Account specified in the form, to the extent of the Application Money specified.
For Applications submitted by Investors to Intermediaries other	After accepting the Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the Stock Exchange. Post uploading, they shall forward a

than SCSBs without use of UPI for payment	schedule as per prescribed format along with the Application Forms to Designated Branches of the respective SCSBs for blocking of funds within one day of closure of the Issue.
---	---

6. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such Applications with the Stock Exchange.
7. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such Applications and shall not upload such Applications with the Stock Exchange.
8. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each Application option into the electronic collecting system as a separate Application and generate a TRS for each Price and Demand Option. The TRS shall be furnished to the Applicant on request.
9. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

Terms of Payment

The entire Issue Price of ₹30/- Per Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs or Sponsor Bank to unblock the excess amount paid on Application to the Applicants.

SCSBs or Sponsor Bank 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 or Sponsor Bank.

The Applicants should note that the arrangement with Banker to the Issue or the Registrar or Sponsor Bank is not prescribed by SEBI and has been established as an arrangement between Our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment Mechanism for Applicants

The Applicants shall specify the Bank Account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the Bank Account specified in the Application Form sent by the Sponsor Bank. The SCSB or Sponsor Bank shall keep the Application Amount in the relevant Bank Account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However Non-Retail Applicants shall neither withdraw nor lower the size of their Application at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the Application Money in the relevant Bank Account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the Investors applying in Public Offer shall use only Application Supported by Blocked Amount ("ASBA") process for Application providing details of the Bank Account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018 Retail Individual Investors applying in Public Offer may use either Application Supported by Blocked Amount ("ASBA") Facility for making Application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making Application.

Electronic Registration of Applications

The Designated Intermediary may register the Applications using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Applications, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities on a regular basis before the closure of the issue.

On the Issue Closing Date, the Designated Intermediaries may upload the Applications till such time as may be permitted by the Stock Exchange.

c) Only Applications that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. In the Phase 1, the Designated Intermediaries are given till 1:00 pm on the day following the Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Issue Period after which the Stock Exchange send the Application information to the Registrar to the Issue for further processing.

Other Instructions

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of Joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the Sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple Applications are given below:

- i. All Applications are electronically strung on First Name, Address (1st line) and Applicant's status. Further, these Applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature, and father/ husband's name to determine if they are multiple Applications.
- ii. Applications which do not qualify as multiple Applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of Applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple Applications.
- iii. Applications which do not qualify as multiple Applications as per above procedure are further checked for common PAN. All such matched Applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple Applications.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid Applications having a common address, such Shares will be kept in abeyance, post allotment and released on confirmation of "Know Your Client" norms by the Depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

Permanent Account Number or PAN

Pursuant to the Circular: MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the Sole Identification Number for all participants transacting in the Securities Market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR Number instead of the PAN, as the Application is liable to be rejected on this ground.

Allocation of Equity Shares

- 1) The Issue is being made through the Fixed Price Process wherein 2,00,000 Equity Shares shall be reserved for Market Maker. 19,00,000 Equity Shares having Face Value of ₹10/- each at Issue Price of ₹30/- Per Equity Share aggregating ₹570.00 Lakhs will be available for allocation to Retail Individual Investors; 19,00,000 Equity Shares having Face Value of ₹10/- each at Issue Price of ₹30/- Per Equity Share aggregating ₹570.00 Lakhs will be available for allocation to other Investors including Corporate Bodies or Institutions, irrespective of the number of Specified Securities applied for.
- 2) Under-subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of Our Company in consultation with the Lead Manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable Law, Rules, Regulations, Guidelines, and Approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their Applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

Signing of Underwriting Agreement

Vide an Underwriting Agreement dated [..], this Issue is 100% Underwritten.

Filing of the Draft Prospectus with the ROC

The Company will file a copy of the Draft Prospectus with the ROC in terms of Section 26 of the Companies Act, 2013.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Draft Prospectus with the ROC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one Regional Newspaper with wide circulation.

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. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding, and irrevocable contract for the Allotment to such Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of Shares to the successful Applicants Depository Account within 3 (three) working days of the Issue Closing date. The Issuer also ensures the credit of Shares to the successful Applicants Depository Account is completed within one working day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the Issuer.

Designated Date

On the Designated Date, the Registrar to the Issue shall instruct the SCSBs or Sponsor Bank to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about the Depository Participant and the Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own Bank Account or only his / her own Bank Account linked UPI ID to make an Application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the Beneficiary Account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a Bank Account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the Applicant is not the account holder.
- Ensure that you have mentioned the correct Bank Account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Draft Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the Minimum Application Size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party Bank Account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an Application to the Designated Intermediary;
- Do not pay the Application Price in Cash, Cheque, by Money Order or by Postal Order or by Stock Invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any Non-SCSB Bank or Our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding ₹2,00,000 (for Applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or Investment Limit or maximum number of Equity Shares that can be held under the applicable Laws or Regulations or maximum amount permissible under the applicable Regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, Beneficiary Account number and PAN or provide details for a Beneficiary Account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

- 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 shall reach out the Company Secretary and Compliance Officer.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Further, helpline details of the Lead Manager pursuant to the SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 are set forth in the table below:

Name of the Lead Manager	Helpline (e-mail)	Telephone
Invventure Merchant Banker Services Private Limited	redressal@inventurmerchantbanker.com	+91 22 4075 1500

Names of Entities responsible for finalising the Basis of Allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the Lead Managers 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.

Method of Allotment as may be prescribed by SEBI from time-to-time

Our Company will not make any allotment in excess of the Equity Shares offered through the Offer through the Offer Document except in case of oversubscription for the purpose of rounding-off to make allotment, in consultation with the Designated Stock Exchange. The allotment of Equity Shares to Applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective Investor categories and the number of Securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the Minimum Application Size.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of Shares in Retail Individual Investor Category, and the remaining available Shares, if any, shall be allotted on a proportionate basis.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party Bank Account or using third party UPI ID linked Bank Account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for Investors to submit Application Forms in Public Issues using the Stock Broker (broker) network of Stock Exchange, 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 NSE i.e., 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 Application Forms in Public Issue with effect front January 01, 2016. The List of RTA and DPs centres for collecting the Application shall be disclosed is available on the website of NSE i.e., www.nseindia.com

For details of instruction in Relation to the Application Form, Applicants may refer to the relevant section of GID.

Applicant's Depository Account and Bank Details

Please note that, providing Bank Account Details, PAN Nos., UPI ID (if applicable), Client ID and DP ID in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's Name, Depository Participant Identification Number and Beneficiary Account Number provided by them in the Application Form as entered into the

Stock Exchange Online System, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants Bank Account Details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These demographic details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The demographic details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the Depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Application Form

All 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 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 Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of 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 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 NSE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment shall be made within three (3) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3. 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.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

(a) makes or abets making of an Application in a fictitious name to a Company for acquiring, or subscribing for, its Securities; or

(b) makes or abets making of multiple Applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its Securities; or

(c) otherwise induces directly or indirectly a Company to allot, or register any transfer of, Securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447 of Companies Act, 2013 and shall be treated as Fraud."

Mode of Refunds

a) **In case of ASBA Applicants:** Within 6 (six) working days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA Application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer

b) In the case of Applications from Eligible NRIs and FPIs, Refunds, if any, may generally be payable in Indian Rupees only and net of Bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other Freely Convertible Currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the Bidder on account of conversion of Foreign Currency.

c) In case of Other Investors: Within six working days of the Issue Closing Date, the Registrar to the Issue may dispatch the Refund Orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Issue may obtain from the Depositories, the Bidders' Bank Account Details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their Depositories. Failure to do so may result in delays in dispatch of Refund Orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

(i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete Bank Account Details including the nine-digit MICR code of the Bidder as obtained from the Depository;

(ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Bidders' Bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their Bank Account number while opening and operating the Demat account, the same may be duly mapped with the IFSC Code of that particular Bank branch and the payment of refund may be made to the Bidders through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) Direct Credit – Applicants having their Bank Account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such Bank Account;

(iv) RTGS – Applicants having a Bank Account at any of the Centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the bidder, DP ID and Beneficiary Account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders Account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The Bank Account Details for would be used giving refunds. Hence, Applicants are advised to immediately update their Bank Account Details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the Lead Manager or the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any Liability for the same;

(v) Please note that Refunds, on account of Our Company not receiving the Minimum Subscription, shall be credited only to the Bank Account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges, if any,

for any of the above methods, Bank charges, if any, for cashing such Cheques, Pay Orders or Demand Drafts at other centers etc. Bidders may refer to Draft Prospectus.

INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer shall make the Allotment within the period prescribed by SEBI. The Issuer shall pay interest at the rate of 15% per annum if Allotment is not made and refund instructions have not been given to the clearing system in the disclosed manner/instructions for unblocking of funds in the ASBA Account are not dispatched within such times as maybe specified by SEBI.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three working days from the Bid/ Issue Closing Date, the Bidder shall be compensated in accordance with applicable Law. 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 in case of delays in resolving Investor Grievances in Relation to blocking/unblocking of funds.

Undertakings by Our Company

We undertake as follows:

- i. That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- ii. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within the period prescribed by the Board;
- iii. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by Our Company;
- iv. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Applicant within six Working Days from the Offer Closing Date, giving details of the Bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- v. That no further Issue of Equity Shares shall be made till the Equity Shares issued through the Draft Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.;
- vi. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- vii. That if Our Company do not proceed with the Issue, the reason thereof shall be given as a Public Notice to be issued by Our Company within two days of the Issue Closing Date. The Public Notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The Stock Exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- viii. If Our Company withdraws the Issue after the Issue Closing Date, Our Company shall be required to file a fresh Draft Prospectus with the Stock Exchange/RoC/SEBI, in the event Our Company subsequently decides to proceed with the Offer;

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of Our Company certifies that:

1. All monies received out of the Issue shall be transferred to a separate Bank Account other than the Bank Account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Offer Proceeds remains unutilised, under an appropriate separate head in the Balance Sheet of Our Company indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the Balance Sheet of Our Company 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 the Indian economy up to any extent and without any prior approvals, but the Foreign Investor is required to follow certain prescribed procedures for making such Investment. The RBI and the concerned Ministries / Departments are responsible for granting approval for Foreign Investment.

The Government has from time-to-time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) ("**DPIIT**"), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous Press Notes, Press Releases and Clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. 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.

The transfer of Shares between an Indian Resident and a Non-Resident does not require the prior approval of the RBI, provided that (i) the activities of the Investee Company are under the Automatic Route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the Non-Resident Shareholding is within the Sectoral Limits under the FDI Policy; and (iii) the pricing is in accordance with the Guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Instruments 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, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non-Debt Instruments 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 of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Offer. 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 to the Issue in writing about such approval along with a copy thereof within the Issue Period.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable Laws or Regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent Investigations and ensure that the Applications are not in violation of Laws or Regulations applicable to them and do not exceed the applicable limits under the Laws and Regulations.

SECTION IX– MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of Our Company. Pursuant to Schedule-I of the Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of Our Company are detailed below:

1. CONSTITUTION OF THE COMPANY

(a) The Regulations contained in Table "F" of Schedule-I to the Companies Act, 2013 shall apply to the Company only in so far as the same are not provided for or are not inconsistent with these Articles.

(b) The Regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of Repeal, Additions, Alterations, Substitution, Modifications and Variations thereto by Special Resolution as prescribed by the Companies Act, 2013.

2. DEFINITIONS AND INTERPRETATION

A. Definitions

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

- a. "Act" means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and including any Circulars, Notifications and Clarifications Issued by the relevant Authority under the Companies Act, 2013, along with the relevant Rules made there under. Reference to Act shall also include the Secretarial Standards Issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.
- b. "Annual General Meeting" shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.
- c. "Articles" shall mean these Articles of Association as adopted or as from time-to-time altered in accordance with the provisions of these Articles and Act.
- d. "Auditors" shall mean and include those persons appointed as such for the time being by the Company.
- e. "Board" or "Board of Directors" shall mean the collective board of Directors of the Company, as duly called and constituted from time-to-time, in accordance with Law and the provisions of these Articles.
- f. "Board Meeting" shall mean any Meeting of the Board, as convened from time-to-time and any adjournment thereof, in accordance with Law and the provisions of these Articles.

-
1. Adoption of new set of Articles of Association as approved by the Shareholders in the EGM held on 06.02.2024

- g. "Business Day" shall mean a day on which Scheduled Commercial Banks are open for normal Banking business;
- h. "Capital" or "Share Capital" shall mean the authorized Share Capital of the Company.
- i. "Chairman" shall mean such person as is nominated or appointed in accordance with Article 35 herein below.
- j. "Companies Act, 2013" shall mean the Companies Act, 2013
- k. "Company" or "this Company" shall mean **Spectrogen Pharmachem Limited**.
- l. "Committees" shall have the meaning as prescribed to such term in Article 66.
- m. "Depositories Act" shall mean the Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.
- n. "Director" shall mean any Director of the Company, including Alternate Directors, Independent Directors and Nominee Directors appointed in accordance with the Law and the provisions of these Articles.
- o. "Dividend" shall include Interim Dividends.
- p. "Encumbrance" shall mean any encumbrance including without limitation any Mortgage, Pledge, Charge, Lien, Deposit or Assignment by way of Security, Bill of Sale, Option or Right of Pre-Emption, Entitlement to Beneficial Ownership and any Interest or Right held, or claim that could be raised, by a third party or any other encumbrance or Security Interest of any kind;

- q. “Equity Share Capital” shall mean the total Issued and Paid-up Equity Share Capital of the Company, calculated on a fully diluted basis.
- r. “Equity Shares” shall mean Fully Paid-up-up Equity Shares of the Company having a par value of INR 10 (Rupees ten) per Equity Share of the Company, or any other Issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into Equity Shares of the Company.
- s. “Executor” or “Administrator” shall mean a person who has obtained probate or letters of administration, as the case may be, from a Court of competent jurisdiction and shall include the holder of a succession Certificate authorizing the holder thereof to negotiate or transfer the Shares or other Securities of the deceased Shareholder and shall also include the holder of a Certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.
- t. “Extraordinary General Meeting” shall mean an extraordinary General Meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.
- u. “Financial Year” shall mean any Fiscal Year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.
- v. “Law/Laws” shall mean all applicable provisions of all (i) Constitutions, Treaties, Statutes, Laws (including the common Law), Codes, Rules, Regulations, Circulars, Ordinances or Orders of any Governmental Authority and SEBI, (ii) Governmental approvals, (iii) Orders, Decisions, Injunctions, Judgments, Awards and Decrees of or Agreements with any Governmental Authority, (iv) Rules or Guidelines for Compliance, of any Stock Exchanges, (v) International Treaties, Conventions And Protocols, and (vi) Indian GAAP or Ind-AS or any other Generally Accepted Accounting Principles.
- w. “Memorandum” shall mean the Memorandum of Association of the Company, as amended from time-to-time.
- x. “Office” shall mean the Registered Office for the time being of the Company.
- y. “Paid-up” shall include the amount credited as Paid-up.
- z. “Person” shall mean any Natural Person, Sole Proprietorship, Partnership, Company, Body Corporate, Governmental Authority, Joint Venture, Trust, Association or other Entity (whether registered or not and whether or not having separate legal personality).
- aa. “Register of Members” shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act. (bb) “Registrar” shall mean the Registrar of Companies, from time-to-time having jurisdiction over the Company. (cc) “Rules” shall mean the Rules made under the Act and as notified from time-to-time.
- bb. “Seal” shall mean the Common Seal(s) for the time being of the Company, if any.
- cc. “SEBI” shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992. (ff) “SEBI Listing Regulations” shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the Stock Exchanges.
- dd. “Securities” or “Securities” shall mean any Share (including Equity Shares), Scrips, Stocks, Bonds, Debentures, Warrants or Options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable Securities.
- ee. “Shares” or “Shares” shall mean any Share Issued in the Share Capital of the Company, including Equity Shares and Preference Shares.
- ff. “Shareholder” or “Shareholder” or “Member” shall mean any Shareholder of the Company, from time-to-time.
- gg. “Shareholders’ Meeting” shall mean any Meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time-to-time in accordance with the Act, applicable Laws and the provisions of these Articles.
- hh. “Stock Exchanges” shall mean Bombay Stock Exchange Limited, the National Stock Exchange of India Limited and any other Stock Exchange in India where the Securities are listed.

B. Interpretation

In these Articles (unless the context requires otherwise):

- a. References to a person shall, where the context permits, include such person’s respective successors, legal heirs and permitted assigns.
- b. The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.

- c. References to Articles and Sub-Articles are references to Articles and Sub-Articles of and to these Articles unless otherwise stated and references to these Articles include references to the Articles and Sub-Articles herein.
- d. Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.
- e. Wherever the words “include,” “includes,” or “including” is used in these Articles, such words shall be deemed to be followed by the words “without limitation”.
- f. The terms “hereof”, “herein”, “hereto”, “hereunder” or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.
- g. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or Orders made pursuant to such statutory provisions.
- h. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

3. EXPRESSIONS IN THE ACT AND THESE ARTICLES

Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Listing Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles.

4. SHARE CAPITAL

- a. The Authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company with such Rights, Privileges and conditions respectively attached thereto as may be from time-to-time and the Company may Sub-Divide, Consolidate and increase the Share Capital from time-to-time and upon the Sub-Division of Shares, apportion the Right to participate in Profits in any manner as between the Shares resulting from the Sub-Division.
- b. The Company has the power, from time to time, to increase or reduce its Authorised or Issued and Paid-up Share Capital, in accordance with the Act, applicable Laws and these Articles.
- c. The Share Capital of the Company may be classified into Shares with Differential Rights as to Dividend, Voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.
- d. The Board may, subject to the relevant provisions of the Act and these Articles, allot and Issue Shares as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or in respect of an acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any Shares which may be so allotted may be Issued as fully/partly Paid-up Shares and if so Issued shall be deemed as fully/partly Paid-up Shares.
- e. Except so far as otherwise provided by the conditions of Issue or by these Articles, any Share Capital raised by the creation of new Shares, shall be considered as part of the existing Share Capital and shall be subject to the provisions herein contained with reference to the payment of Calls and installments, Forfeiture, Lien, surrender, transfer and transmission, Voting and otherwise.
- f. 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 of Members, shall for the purposes of these Articles, be a Shareholder.
- g. The money, (if any), which the Board shall, on the Allotment of any Shares being made by them, require or direct to be paid by way of Deposit, Call or otherwise, in respect of any Shares allotted by them, shall immediately on the insertion of the name of the Allottees, in the Register of Members as the Name of the Holder of such Shares, become a Debt due to and recoverable by the Company from the Allottee thereof, and shall be paid by him accordingly.

5. PREFERENCE SHARES

- a. Redeemable Preference Shares
The Company, subject to the applicable provisions of the Act, shall have the power to Issue on a cumulative or non-cumulative basis, Preference Shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for Redemption of such Shares on such terms including the Right to redeem at a premium or otherwise as they deem fit.

b. Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to Issue on a cumulative or non-cumulative basis convertible Preference Shares liable to be converted in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion at a premium or otherwise and/or conversion of such Shares into such Securities on such terms as they may deem fit.

6. PROVISIONS IN CASE OF PREFERENCE SHARES.

Upon the Issue of Preference Shares pursuant to Article 5 above, the following provisions shall apply:

- a. No such Preference Shares shall be redeemed except out of Profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh Issue of Shares made for the purposes of the Redemption ;
- b. No such Shares shall be redeemed unless they are Fully Paid-up;
- c. The premium, if any, payable on Redemption shall have been provided for out of the Profits of the Company or out of the Company's Securities premium account, before the Shares are redeemed;
- d. Where any such Shares are proposed to be redeemed out of the Profits of the Company, there shall, out of such Profits, be transferred, a sum equal to the nominal amount of the Shares to be redeemed, to a reserve, to be Called the "Capital Redemption Reserve Account" and the applicable provisions of the Act Relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid-up Share Capital of the Company;
- e. The Redemption of Preference Shares under this Article by the Company shall not be taken as reduction of Share Capital;
- f. The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-Issued Shares of the Company to be Issued to the Shareholders as Fully Paid-up Bonus Shares; and
- g. Whenever the Company shall redeem any Redeemable Preference Shares, the Company shall, within 30 (thirty) days thereafter, give Notice thereof to the Registrar as required by Section 64 of the Act.

7. COMPANY'S LIEN:

A. On Shares:

- a. The Company shall have a first and paramount Lien :
 - (I) on every Share (not being a Fully Paid-up Share), for all money (whether presently payable or not) Called, or payable at a fixed time, in respect of that Share;
 - (II) on all Shares (not being Fully Paid-up Shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company;

Provided that the Board may, at any time, declare any Shares wholly or in part to be exempt from the provisions of this Article.

- b. The Company's Lien, if any, on the Shares, (not being a Fully Paid-up Share), shall extend to all Dividends payable and Bonuses declared from time-to-time in respect of such Shares.
- c. For the purpose of enforcing such Lien, the Board may sell such partly Paid-up Shares, subject thereto in such manner as the Board shall think fit, and for that purpose may cause to be Issued, a duplicate Certificate in respect of such Shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the Application of the purchase money, nor shall his Title to said Shares be affected by any irregularity or invalidity in the proceedings in reference to the Sale of such Shares;

Provided that no Sale of such Shares shall be made:

- (I) unless a sum in respect of which the Lien exists is presently payable; or
- (II) until the expiration of 14 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.

The Net Proceeds of any such 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.

- d. No Shareholder shall exercise any Voting Right in respect of any Shares or Debentures registered in his name on which any Calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any Right of Lien.
- e. Subject to the Act and these Articles, the Right of Lien under this Article 7 shall extend to other Securities

8. CALLS

Subject to the provisions of Section 49 of the Act, the terms on which any Shares may have been Issued and allotted, the Board may, from time-to-time, by a Resolution passed at a Meeting of the Board, make such Call as it thinks fit upon the Shareholders in respect of all money unpaid on the Shares held by them respectively and each Shareholder shall pay the amount of every Call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A Call may be made payable by installments. Provided that the Board shall not give the Option or Right to Call on Shares to any person except with the sanction of the Company in the General Meeting.

- a. 14 (fourteen) days' Notice in writing at the least of every Call (otherwise than on Allotment) shall be given by the Company specifying the time and place of payment, provided that before the time for payment of such Call, the Board may revoke or postpone the same.
- b. The Call shall be deemed to have been made at the time when the Resolution of the Board authorising such Call was passed and may be made payable by the Shareholders whose names appear on the Register of Members on such date as shall be fixed by the Board.
- c. The Joint-Holder of a Share shall be jointly and severally liable to pay all installments and Calls due in respect thereof.
- d. The Board may, from time-to-time at its discretion, extend the time fixed for the payment of any Call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.
- e. If any Shareholder or Allottee fails to pay the whole or any part of any Call or installment, due from him on the day appointed for payment thereof, or any such extension thereof, he shall be liable to pay interest on the same from the day appointed for the payment to the time of actual payment at 10 (ten) per cent per annum or such lower rate as shall from time-to-time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder and the Board shall be at liberty to waive payment of such interest either wholly or in part.
- f. Any sum, which by the terms of Issue of a Share or otherwise, becomes payable on Allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the Share or by way of premium shall for the purposes of these Articles be deemed to be a Call duly made and payable on the date on which by the terms of Issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of Call, interest, expenses, Forfeiture or otherwise shall apply as if such sum became payable by virtue of a Call duly made and notified.
- g. On the trial or hearing of any action or suit brought by the Company against any Shareholder or his Legal Representatives for the recovery of any money claimed to be due to the Company in respect of his Shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose Shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the Shares; that the Resolution making the Call is duly recorded in the minute book, and that Notice of such Call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such Call nor that a quorum of Directors was present at the Board at which any Call was made, nor that the Meeting at which any Call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the Debt and the same shall be recovered by the Company against the Shareholder or his representative from whom it is ought to be recovered, unless it shall be proved, on behalf of such Shareholder or his representatives against the Company that the name of such Shareholder was improperly inserted in the Register of Members or that the money sought to be recovered has actually been paid.
- h. The Company may enforce a Forfeiture of Shares under Article 11 below notwithstanding the following : (i) a judgment or a Decree in favour of the Company for Calls or other money due in respect of any Share; (ii) part payment or satisfaction of any Calls or money due in respect of any such judgment or Decree; (iii) the receipt by the Company of a portion of any money which shall be due from any Shareholder to the Company in respect of his Shares; and (iv) any indulgence granted by the Company in respect of the payment of any such money.
- i. The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the Shares held by him beyond the sums actually Called up, and upon the amount so paid or satisfied in advance or so much thereof as from

time-to-time and at any time thereafter as exceeds the amount of the Calls then made upon and due in respect of the Shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board may agree upon; provided that the money paid in advance of Calls shall not confer a Right to participate in Profits or Dividend. Provided always that if at any time after the payment of any such money the rate of interest so agreed to be paid to any such Member appears to the Board to be excessive, it shall be Lawful for the Board from time-to-time to repay to such Member so much of such money as shall then exceed the amount of the Calls made upon such Shares in the manner determined by the Board. Provided also that if at any time after the payment of any money so paid in advance, the Company shall go into Liquidation, either voluntary or otherwise, before the full amount of the money so advanced shall have become due by the Members to the Company, on installments or Calls, or in any other manner, the maker of such advance shall be entitled (as between himself and the other Members) to receive back from the Company the full balance of such moneys Rightly due to him by the Company in priority to any payment to Members on account of Capital, in accordance with and subject to the provisions of the Act.

- j. No Shareholder shall be entitled to Voting Rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

9. TRANSFER AND TRANSMISSION OF SHARES

- a. The Company shall record in the Register of Members fairly and distinctly particulars of every transfer or transmission of any Share, Debenture or other Security held in a material form.
- b. In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of Shares held in physical form shall be in writing. In case of transfer of Shares where the Company has not issued any Certificates and where the Shares are held in dematerialized form, the provisions of the Depositories Act shall apply.
- c. An Application for the registration of a transfer of the Shares in the Company may be made either by the transferor or the Transferee within the time frame prescribed under the Act.

II. Where the Application is made by the transferor and Relates to partly paid Shares, the transfer shall not be registered unless the Company gives Notice of the Application to the Transferee in a prescribed manner and the Transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the Notice.

- d. Every such instrument of transfer shall be executed by both, the transferor and the Transferee and attested and the transferor shall be deemed to remain the holder of such Share until the name of the Transferee shall have been entered in the Register of Members in respect thereof.
- e. Subject to the provisions of the Act, a person entitled to a Share by transmission shall, subject to the Right of the Board to retain such Dividends as hereinafter provided in Article 72(g) be entitled to receive, may give a discharge for any Dividends or other moneys payable in respect of the Shares.
- f. The Board shall have power on giving not less than 7 (seven) days ' previous Notice or such lesser period as may be specified by SEBI, by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated and by publishing a Notice on the website of the Company, to close the transfer Books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.
- g. Subject to the provisions of Sections 58 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of Law of the Right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a Notice of refusal to the Transferee and transferor or to the person giving Notice of such transmission, as the case may be, giving reasons for such refusal. Provided that, registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other Person or Persons Indebted to the Company on any account whatsoever except where the Company has a Lien on Shares.
- h. Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transfer / transmission to any Shares or his nominee as if he were the Transferee named in any ordinary transfer presented for registration and shall not be bound to give any reason for such refusal and in particular may also decline in respect of Shares upon which the Company has a Lien.
- i. Subject to the provisions of these Articles, any transfer of Shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a Share Certificate into several Scripts of any small denominations or, to consider a proposal for transfer of Shares comprised in a Share Certificate to several Shareholders, involving such splitting, if on the face of it such splitting/ transfer appears to be unreasonable or

- without a genuine need. The Company should not, therefore, refuse transfer of Shares in violation of the listing requirements of the relevant Stock Exchanges on the ground that the number of Shares to be transferred is less than any specified number.
- j. In case of the death of any one or more Shareholders named in the Register of Members as the Joint-Holders of any Shares, the Survivors shall be the only Shareholder(s) recognized by the Company as having any Title to or interest in such Shares, but nothing therein contained shall be taken to release the estate of a deceased Joint-Holder from any Liability on Shares held by him jointly with any other Person.
 - k. The Executors or Administrators or holder of the succession Certificate or the Legal Representatives of a deceased Shareholder, (not being one of two or more joint- holders) or his nominee(s), shall be the only Shareholders recognized by the Company as having any Title to the Shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or the Legal Representatives unless such Executors or Administrators or Legal Representatives shall have first obtained probate or letters of administration or succession Certificate, as the case may be, from a duly constituted Court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession Certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 9 (a) of these Articles register the name of any Person who claims to be absolutely entitled to the Shares standing in the name of a deceased Shareholder, as a Shareholder.
 - l. (I) Subject to the provisions of Articles and the Act, any Person becoming entitled to Shares in consequence of the death, lunacy, Bankruptcy of any Shareholder or Shareholders, or by any Lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his Title, as the Board thinks sufficient, either be registered himself as the holder of the Shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any Liability in respect of the Shares.
 - m. A Person becoming entitled to a Share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the Shares, except that he shall not, before being registered as a Shareholder in respect of the Shares, be entitled to exercise any Right conferred by Membership in Relation to Meetings of the Company.
- (I) Provided that the Directors shall, at any time, give Notice requiring any such Person to elect either to register himself or to transfer the Shares, and if such Notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, Bonuses or other monies payable in respect of the Shares until the requirements of the Notice have been complied with.
 - (II) Where any instrument of transfer of Shares has been received by the Company for registration and the transfer of such Shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in Relation to such Shares to a unpaid Dividend account unless the Company is authorized by the registered holder of such Shares, in writing, to pay such Dividends to the Transferee and will keep in abeyance any offer of Right Shares and/or Bonus Shares in Relation to such Shares.
 - (III) In case of transfer and transmission of Shares or other Securities where the Company has not issued any Certificates and where such Shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.
 - n. Before the registration of a transfer, the Certificate or Certificates of the Share or Shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.
 - o. No fee shall be payable to the Company, in respect of the registration of transfer or transmission of Shares, or for registration of any Power of Attorney, probate, letters of administration or other similar documents.
 - p. The Company shall incur no Liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of Shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable Right, Title or interest to or in the said Shares, notwithstanding that the Company may have had any 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 whatsoever 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 shall nevertheless be at liberty to regard and attend to any such Notice, and give effect thereto if the Board shall so think fit.

- q. The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

10. DEMATERIALIZATION OF SECURITIES

- a. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the Rules framed thereunder, if any.
- b. Subject to the applicable provisions of the Act, the Company may exercise an Option to Issue, dematerialize, hold the Securities (including Shares) with a Depository in electronic form and the Certificates in respect thereof shall be dematerialized, in which event the Rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.
- c. If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of Allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the Allottee as the Beneficial Owner of the Securities.
- d. Securities in Depositories to be in fungible form:

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

- e. Rights of Depositories & Beneficial Owners:
 - (I) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.
 - (II) Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any Voting Rights or any other Rights in respect of the Securities held by it.
 - (III) Every person holding Shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.
 - (IV) The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the Rights and subject to all the Liabilities in respect of his Securities, which are held by a Depository.
- f. Except as Ordered by a Court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any Share or whose name appears as the Beneficial Owner of any Share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any Benami Trust or Equity, equitable contingent, future, partial interest, other claim to or interest in respect of such Shares or (except only as by these Articles otherwise expressly provided) any Right in respect of a Share other than an absolute Right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied Notice thereof but the Board shall at their Sole discretion register any Share in the joint names of any two or more persons or the survivor or survivors of them, subject to Article 17(l).
- g. Register and Index of Beneficial Owners:

The Company shall cause to be kept a Register and Index of Members with details of Shares and Debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of Members for the purposes of this Act. The Company shall have the power

to keep in any state or country outside India a register resident in that state or country.

h. Cancellation of Certificates upon surrender by Person:

Upon receipt of Certificate of Securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such Certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

i. Service of Documents:

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the Beneficial Ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

j. Transfer of Securities:

- (I) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and Transferee both of whom are entered as Beneficial Owners in the records of a Depository.
- (II) In the case of transfer or transmission of Shares or other Securities where the Company has not issued any Certificates and where such Shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

k. Allotment of Securities dealt with in a Depository:

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of Allotment of relevant Securities thereof to the Depository immediately on Allotment of such Securities.

l. Certificate Number and other details of Securities in Depository:

Nothing contained in the Act or these Articles regarding the necessity of having Certificate number/distinctive numbers for Securities Issued by the Company shall apply to Securities held with a Depository.

m. Provisions of Articles to apply to Shares held in Depository:

Except as specifically provided in these Articles, the provisions Relating to Joint-Holders of Shares, Calls, Lien on Shares, Forfeiture of Shares and transfer and transmission of Shares shall be applicable to Shares held in Depository so far as they apply to Shares held in physical form subject to the provisions of the Depositories Act.

n. Depository to furnish information:

Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

o. Option to opt out in respect of any such Security:

Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the Regulations, Issue the Certificate of Securities to the Beneficial Owner or the Transferee as the case may be.

p. Overriding effect of this Article:

Provisions of this Article will have full effect and force not withstanding anything to the contrary or inconsistent contained in any other Articles.

11. FORFEITURE OF SHARES

- a. If any Shareholder fails to pay any Call or installment of a Call or any part thereof or any money due in respect of any Shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the Call or installment or any part thereof or other money remain unpaid or a judgment or Decree in respect thereof remain unsatisfied, give Notice to such Shareholder or his Legal Representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- b. The Notice shall name a day, (not being less than 14 (fourteen) days from the date of service of Notice), and a place or places on or before which such Call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such Call or installment ought to have been paid), and expenses as aforesaid are to be paid. The Notice shall also state that in the event of non-payment at or before the time and at the place appointed, the Shares in respect of which the Call was made or installment is payable, will be liable to be forfeited.
- c. If the requirements of any such Notice as aforesaid are not be complied with, any Share in respect of which such Notice has been given, may at any time, thereafter before payment of all Calls, installments, other money due in respect thereof, interest and expenses as 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 or any other money payable in respect of the forfeited Share and not actually paid before the Forfeiture subject to the applicable provisions of the Act.
- d. When any Share shall have been so forfeited, Notice of the Forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the Forfeiture or if any of his Legal Representatives or to any of the Persons entitled to the Shares by transmission, and an entry of the Forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no Forfeiture shall be in any manner invalidated by any omission or neglect to give such Notice or to make any such entry as aforesaid.
- e. Any Share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.
- f. Any Shareholder whose Shares have been forfeited shall, cease to be a Shareholder of the Company and notwithstanding the Forfeiture, be liable to pay and shall forthwith pay to the Company on demand all Calls, Installments, Interest and Expenses and other money owing upon or in respect of such Shares at the time of the Forfeiture together with interest thereon from the time of the Forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a New Call made at the Date of Forfeiture.
- g. The Forfeiture of a Share shall involve extinction at the time of the Forfeiture of all interest in all claims and demands against the Company, in respect of the Share and all other Rights incidental to the Share, except only such of these Rights as by these Articles are expressly saved.
- h. A duly verified declaration in writing that the Declarant is a Director or Secretary of the Company and that a Share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the Shares.
- i. Upon any Sale after Forfeiture or for enforcing a Lien in purported exercise of the 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 of Members in respect of the Shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the Application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the Sale shall not be impeached by any person and the remedy of any person aggrieved by the Sale shall be in damages only and against the Company exclusively.
- j. Upon any Sale, re-Allotment or other disposal under the provisions of the preceding Articles, the Certificate or Certificates originally Issued in respect of the relevant Shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to Issue a new Certificate or Certificates in respect of the said Shares to the person or persons entitled thereto.
- k. The Board may, at any time, before any Share so forfeited shall have been sold, re- allotted or otherwise disposed of, annul the Forfeiture thereof upon such conditions as it thinks fit.

- l. The Directors may subject to the provisions of the Act, accept a surrender of any Share Certificates from or by any Shareholder desirous of surrendering them on such terms as the Directors think fit.

12. ALTERATION OF SHARE CAPITAL

Subject to these Articles and Section 61 of the Act, the Company may, by an Ordinary Resolution in General Meeting from time-to-time, alter the conditions of its Memorandum as follows, that is to say, it may:

- a. increase its Share Capital by such amount as it thinks expedient;
- b. Consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
- c. Provided that no consolidation and division which results in changes in the Voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an Application made in the prescribed manner;
- d. convert all or any of its Fully Paid-up Shares into Stock, and reconvert that Stock into Fully Paid-up Shares of any denomination;
- e. Sub-Divide its existing Shares, or any of them, into Shares of smaller amount than is fixed by the Memorandum, so, however, that in the Sub-Division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived; and
- f. Cancel its Shares which, at the date of the passing of the Resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the Shares so cancelled. Cancellation of Shares in pursuance of this Article shall not be deemed to be reduction of Share Capital within the meaning of the Act.

13. REDUCTION OF SHARE CAPITAL

The Company may, subject to the applicable provisions of the Act, from time-to-time by a Special Resolution, reduce its Capital, any Capital Redemption Reserve Account and the Securities Premium Account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

14. POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES

Pursuant to a Resolution of the Board or a Special Resolution of the Shareholders, as required under the Act, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Act read with Rules made there under from time-to-time, by way of a buy- back Arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

15. POWER TO MODIFY RIGHTS

- a. Where, the Capital, is divided (unless otherwise provided by the terms of Issue of the Shares of that class) into different classes of Shares, all or any of the Rights and Privileges attached to each class may be varied, subject to the provisions of Section 48 of the Act and applicable Laws, and whether or not the Company is being wound up, be varied provided the same is affected with consent in writing of the holders of not less than three-fourths of the Issued Shares of that class or by way of Special Resolution passed at a separate Meeting of the holders of the Issued Shares of that class.
- b. To every such separate Meeting, the provisions of these Articles 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.
- c. 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.

16. REGISTERS TO BE MAINTAINED BY THE COMPANY

- a. The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act
 - (I) A Register of Members indicating separately for each class of Equity Shares and Preference Shares held by each Shareholder residing in or outside India;

- (II) A register of Debenture Holders; and
- (III) A register of any other Security Holders.
- b. The Company may keep in any country outside India, a part of the registers referred above, Called “foreign register” containing names and particulars of the Shareholders, Debenture Holders or holders of other Securities or Beneficial Owners residing outside India.
- c. The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

17. SHARES AND SHARE CERTIFICATES

- a. The Company shall Issue, Re-Issue and Issue Duplicate Share Certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- b. A duplicate Certificate of Shares may be Issued, if such Certificate:
 - i. is proved to have been lost or destroyed; or
 - ii. has been defaced, mutilated or torn; and is surrendered to the Company.
- c. The Company shall be entitled to dematerialise its existing Shares, rematerialise its Shares held in the Depository and/or to offer its fresh Shares in a dematerialised form pursuant to the Depositories Act, and the Regulations framed there under, if any.
- d. If any Certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 deems adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Articles shall be Issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding rupees fifty for each Certificate) as the Directors shall prescribe. Provided that, no fee shall be Charged for Issue of a new Certificate in replacement of those which are old, defaced or worn out or where there is no further s pace on the back thereof for endorsement of transfer.
Provided that notwithstanding what is stated above, the Directors shall comply with the applicable provisions of the Act and Law.
- e. The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.
- f. When a new Share Certificate has been Issued in pursuance of Sub-Article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.
- g. All blank forms to be used for Issue of Share Certificates shall be printed and the printing shall be done only on the Authority of a Resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues Relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board. Every forfeited or surrendered Share held in material form shall continue to bear the number by which the same was originally distinguished.
- h. The Secretary of the Company shall be responsible for the maintenance, preservation and safe custody of all Books and documents Relating to the Issue of Share Certificates including the blank forms of the Share Certificate referred to in sub- Article (g) of this Article.
- i. All Books referred to in Sub-Article (h) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.
- j. The details in Relation to any renewal or duplicate Share Certificates shall be entered into the register of renewed and duplicate Share Certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- k. If any Shares stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or Bonus, or service of Notices and all or any other matters connected with the Company except Voting at Meetings and the transfer of Shares, be deemed the Sole holder thereof, but the Joint-Holders of such Shares shall be severally as well as jointly liable for the payment of all Deposits, installments and Calls due in respect of such Shares, and for all incidents thereof according to these Articles.
- l. Except as Ordered by a Court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of such Equity Shares or

whose name appears as the Beneficial Owner of such Equity Shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, Trust or Equity or equitable, contingent or other claim to or interest in such Equity Shares on the part of any other Person whether or not such Shareholder shall have express or implied Notice thereof. The Board shall be entitled at their Sole discretion to register any Equity Shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them. The Company shall not be bound to register more than 3 (three) persons as the Joint-Holders of any Share except in the case of executors or Trustees of a deceased Member.

18. SHARES AT THE DISPOSAL OF THE DIRECTORS

- a. Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the Shares in the Capital of the Company for the time being (including any Shares forming part of any increased Capital of the Company) shall be under the control of the Board who may Issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time-to-time, think fit.
 - b. Subject to applicable Law, the Directors are hereby authorised to Issue Equity Shares or Debentures (whether or not convertible into Equity Shares) for offer and Allotment to such of the Officers, employees and workers of the Company as the Directors may decide or the Trustees of such Trust as may be set up for the benefit of the Officers, employees and workers in accordance with the terms and conditions of such scheme, plan or proposal as the Directors may formulate. Subject to the consent of the Stock Exchanges and SEBI, the Directors may impose the condition that the Shares in or Debentures of the Company so allotted shall not be transferable for a specified period.
 - c. If, by the conditions of Allotment of any Share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the Shares or by his executor or administrator.
 - d. Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his Share or Shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time-to-time in accordance with the Articles require or fix for the payment thereof.
 - e. In accordance with Section 56 and other applicable provisions of the Act and the Rules:
- (I) Every Shareholder or the Allottee of Shares shall be entitled without payment, to receive one or more Certificates specifying the name of the Person in whose favour it is Issued, the Shares to which it Relates and the amount Paid-up thereon. Such Certificates shall be Issued only in pursuance of a Resolution passed by the Board and on surrender to the Company of its letter of Allotment or its fractional coupon of requisite value, save in cases of Issue of Share Certificates against letters of acceptance or of renunciation, or in cases of Issue of Bonus Shares. Such Share Certificates shall also be Issued in the event of consolidation or Sub-Division of Shares of the Company. Every such Certificate shall be Issued in the manner prescribed under Section 46 of the Act and the Rules framed thereunder. Particulars of every Share Certificate Issued shall be entered in the Register of Members against the name of the Person, to whom it has been Issued, indicating the date of Issue. A Certificate Issued under the Seal of the Company, if any, or signed by two Directors or by a Director and the Secretary, specifying the Shares held by any Person shall be prima facie evidence of the Title of the Person to such Shares. Where the Shares are held in Depository form, the record of Depository shall be the prima facie evidence of the interest of the Beneficial Owner.
 - (II) Every Shareholder shall be entitled, without payment, to one or more Certificates, in marketable lots, for all the Shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time-to-time determine) to several Certificates, each for one or more of such Shares and the Company shall complete and have ready for delivery such Certificates within 2 (two) months from the date of Allotment in case of Shares and 6 (six) months from the date of Allotment in case of Debentures, or within 1 (one) month of the receipt of instrument of transfer, transmission, Sub-Division, consolidation or renewal of its Shares as the case may be. Every Certificate of Shares shall be in the form and manner as specified in Article 17 above and in respect of a 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 of Shares to the first named Joint-Holders shall be sufficient delivery to all such holders. For any further Certificate, the Board shall be entitled but shall not be bound, to prescribe a Charge not exceeding Rs.20 (Rupees Twenty Only).

- (III) the Board may, at their absolute discretion, refuse any Applications for the Sub-Division of Share Certificates or Debenture Certificates, into denominations less than marketable lots except where Sub-Division is required to be made to comply with any statutory provision or an Order of a competent Court of Law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot. Where Share Certificates are Issued in either more or less than marketable lots, Sub-Division or consolidation of Share Certificates into marketable lots shall be done free of Charge.
- (IV) A Director may sign a Share Certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

19. UNDERWRITING AND BROKERAGE

- a. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in connection with the subscription or procurement of subscription to its Securities, whether absolute or conditional, for any Shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- b. The Company may also, on any Issue of Shares or Debentures, pay such reasonable brokerage as may be Lawful.

20. FURTHER ISSUE OF SHARE CAPITAL

- a. Where at any time, the Company proposes to increase its subscribed Capital by the Issue of further Shares, such Shares shall be offered—
 - i. to persons who, at the date of the Offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid-up Share Capital on those Shares by sending a letter of offer subject to the following conditions, namely:
 - ii. the offer shall be made by Notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
 - iii. the offer aforesaid shall be deemed to include a Right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person; and the Notice referred to in Article 20(a)(i)A above shall contain a statement of this Right;
 - iv. after the expiry of the time specified in the Notice aforesaid, or on receipt of earlier intimation from the Person to whom such Notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company.
 - v. to employees under a scheme of employees' Stock Option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or
 - vi. to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in Sub-Articles (i) or Article (ii) above, either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a Registered Valuer subject to the Rules and such other conditions, as may be prescribed under Law.
- b. The Notice referred to in sub-clause A of Article 20(a)(i)(A) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the Issue.
- c. Nothing in this Article shall apply to the increase of the subscribed Capital of a Company caused by the exercise of an Option as a term attached to the Debentures Issued or loan raised by the Company to convert such Debentures or loans into Shares in the Company:
 Provided that the terms of Issue of such Debentures or loan containing such an Option have been approved before the Issue of such Debentures or the raising of Loan by Special Resolution passed by the Company in a General Meeting.
- d. The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act and the Rules.

21. NOMINATION BY SECURITIES HOLDERS

- a. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.
- b. Where the Securities of the Company are held by more than one Person jointly, the Joint-Holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the Rights in the Securities of the Company shall vest in the event of death of all the Joint-Holders.
- c. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the Right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the Joint-Holders become entitled to all the Rights in Securities of the holder or, as the case may be, of all the Joint-Holders, in Relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.
- d. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.
- e. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

22. NOMINATION FOR DEPOSITS

A Security Holder may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in Relation to the Deposits made subject to the provisions of the Rules as may be prescribed in this regard.

23. NOMINATION IN CERTAIN OTHER CASES

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, Bankruptcy or insolvency of any holder of Securities, or by any Lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such Title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any Liability in respect of the Securities.

24. BORROWING POWERS

- a. Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time-to-time, at its discretion by Resolution passed at the Meeting of a Board:
 - (I) accept or renew Deposits from Shareholders;
 - (II) borrow money by way of issuance of Debentures;
 - (III) borrow money otherwise than on Debentures;
 - (IV) accept Deposits from Shareholders either in advance of Calls or otherwise; and

(V) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.

Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) exceed the aggregate of the Paid-up Capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.

- b. Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Resolution of the Board (not by Circular Resolution) shall prescribe including by the Issue of Bonds, perpetual or Redeemable Debentures or Debenture-Stock, or any mortgage, Charge, hypothecation, pledge, Lien or other Security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future. and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be Issued.
- c. Subject to the applicable provisions of the Act and these Articles, any Bonds, Debentures, Debenture-Stock or other Securities may if permissible in Law be Issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be Issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any Privileges and conditions as to the Redemption, surrender, Allotment of Shares, appointment of Directors or otherwise. Provided that Debentures with Rights to Allotment of or conversion into Equity Shares shall not be Issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.
- d. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and Charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board. Company shall have the power to keep in any state or country outside India a branch register of Debenture Holders resident in that state or country.
- e. Any Capital required by the Company for its Working Capital and other Capital funding requirements may be obtained in such form as decided by the Board from time-to-time.
- f. The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in Relation to the creation and registration of aforesaid Charges by the Company.

25. SHARE WARRANTS

- a. Share Warrants may be Issued as per the provisions of applicable Law.
- b. Power to Issue Share Warrants

The Company may Issue Share Warrants subject to, and in accordance with the provisions of the Act, and accordingly the Board may in its discretion, with respect to any Share which is Fully Paid-up-up on Application in writing signed by the persons 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.

- c. Deposit of Share Warrant

- (I) 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 Share included in the Deposited Warrant.
- (II) Not more than one person shall be recognised as Depositor of the Share Warrant.

(III) The Company shall, on two days' written Notice, return the Deposited Share Warrant to the Depositor.

d. Privileges and disabilities of the holders of Share Warrant

- (I) Subject as herein otherwise expressly provided, no person shall, as bearer of a Share Warrant sign a requisition for Calling a Meeting of the Company, or attend or Vote or exercise any other Privileges of a Member at a Meeting of the Company, or be entitled to receive any Notices from the Company.
- (II) 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 Members as the holder of the Share included in the Warrant, and shall be a Member of the Company.

a. Issue of new Share Warrant or Coupon

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 destruct.

26. CONVERSION OF SHARES INTO STOCK AND RECONVERSION

- a. The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up Shares into Stock and when any Shares shall have been converted into Stock, the several holders of such Stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same Regulations as those subject to which Shares from which the Stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any Stock into Paid-up Shares of any denomination. Provided that the Board may, from time-to-time, fix the minimum amount of Stock transferable, so however such minimum shall not exceed the nominal account from which the Stock arose.
- b. The holders of Stock shall, according to the amount of Stock held by them, have the same Rights, Privileges and advantages as regards Dividends, Voting at Meetings of the Company, and other matters, as if they held the Shares from which the Stock arose, but no such Privileges or advantages, (except participation in the Dividends and Profits of the Company and in the Assets on winding-up), shall be conferred by an amount of Stock which would not, if existing in Shares, have conferred that Privilege or advantage
- c. Where the Shares are converted into Stock, such of the Articles as are applicable to Paid-up Shares shall apply to Stock and the words "Share" and "Shareholder" in those Regulations shall include "Stock" and "Stock -holder" respectively.

27. CAPITALISATION OF PROFITS

The Company in General Meeting may, upon the recommendation of the Board, resolve:

- a. that it is desirable to Capitalize 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 Company's Profit and loss account or otherwise, as available for distribution, and
- b. that such sum be accordingly set free from distribution in the manner specified herein below in Sub-Article (c) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.
- c. The sum aforesaid shall not be paid in cash but shall be applied either in or towards:
 - (I) paying up any amounts for the time being unpaid on any Shares held by such Shareholders respectively;
 - (II) paying up in full, un-Issued Shares of the Company to be allotted, distributed and credited as Fully Paid-up, to and amongst such Shareholders in the proportions aforesaid; or
 - (III) partly in the way specified in Sub-Article (i) and partly in the way specified in Sub-Article (ii).
- d. A Securities premium account may be applied as per Section 52 of the Act, and a Capital Redemption Reserve Account may, duly be applied in paying up of Unissued Shares to be Issued to Shareholders of the Company as Fully Paid-up Bonus Shares.

28. RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE

- a. The Board shall give effect to a Resolution passed by the Company in pursuance of this Article 28.
- b. Whenever such a Resolution as aforesaid shall have been passed, the Board shall:
 - i. make all appropriation and Applications of undivided Profits (resolved to be Capitalized thereby), and all Allotments and Issues of Fully Paid-up Shares or Securities, if any; and
 - ii. generally do all acts and things required to give effect thereto.
- c. The Board shall have full power:
 - a. to make such provisions, by the Issue of fractional Certificates or by payments in cash or otherwise as it thinks fit, in the case of Shares or Debentures becoming distributable in fraction; and
 - b. to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the Allotment to such Shareholders, credited as Fully Paid-up-up, of any further Shares or Debentures to which they may be entitled upon such Capitalization or (as the case may require) for the payment of by the Company on their behalf, by the Application thereto of their respective proportions of the Profits resolved to be Capitalised of the amounts or any parts of the amounts remaining unpaid on the Shares.
- d. Any agreement made under such Authority shall be effective and binding on all such Shareholders.

29. ANNUAL GENERAL MEETING

In accordance with the provisions of Section 96 of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the Meeting as such in the Notices convening such Meetings. Further, subject to the provisions of the Act, not more than 15 (fifteen) months' gaps shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

30. WHEN ANNUAL GENERAL MEETING TO BE HELD

Nothing contained in the foregoing provisions shall be taken as affecting the Right conferred upon the Registrar under the provisions of Section 96 (1) of the Act to extend the time within which any Annual General Meeting may be held.

31. VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING

- a. Every Annual General Meeting shall be Called during business hours as specified under the Act or Rules on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the Notices Calling the Meeting shall specify it as the Annual General Meeting.
- b. Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by Proxy and the Auditor of the Company shall have the Right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the Proxy Register with proxies and the Register of Directors' Shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the Registrar, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

32. NOTICE OF GENERAL MEETINGS

- a. Number of days' Notice of General Meeting to be given: A General Meeting of the Company may be Called by giving not less than 21 (twenty-one) days clear Notice in writing or in electronic mode, excluding the day on which Notice is served or deemed to be served. However, a General Meeting may be Called after giving shorter Notice if consent is given in writing or by electronic mode by not less than 95 (ninety-five) percent of the Shareholders entitled to Vote at that Meeting.
- b. The Notice of every Meeting shall be given to:

- (I) Every Shareholder, Legal Representative of any deceased Shareholder or the assignee of an insolvent Member of the Company,
- (II) Auditor or Auditors of the Company, and
- (III) All Directors.

The accidental omission to give any such Notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any Resolution passed at any such Meeting.

- c. Notice of Meeting to specify place, etc., and to contain statement of business: Notice of every Meeting of the Company shall specify the place, date, day and hour of the Meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.
- d. Contents and manner of service of Notice and Persons on whom it is to be served: Every Notice may be served by the Company on any Shareholder thereof either in writing or through electronic mode as prescribed in the Act and relevant Rules thereunder personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the Notice to the Shareholder.
- e. Special Business : Subject to the applicable provisions of the Act, where any items of business to be transacted at the Meeting are deemed to be special, there shall be annexed to the Notice of the Meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the Relatives of any of the aforesaid and where any item of special business Relates to or affects any other Company, the extent of Shareholding interest in that other Company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the Relatives of any of the aforesaid of the first mentioned Company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the Paid-up Share Capital of that other Company. All business transacted at any Meeting of the Company shall be deemed to be special. In case of an Annual General Meeting of the Company, all business to be transacted thereat shall be deemed to be special with the exception of the business specified in Section 102 of the Act.
- f. Resolution requiring Special Notice: With regard to Resolutions in respect of which special Notice is required to be given by the Act, a special Notice shall be given as required by Section 115 of the Act.
- g. Notice of Adjourned Meeting when necessary: When a Meeting is adjourned for 30 (thirty) days or more, Notice of the adjourned Meeting shall be given as in the case of an original Meeting in accordance with the applicable provisions of the Act.
- h. Notice when not necessary: 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.
- i. The Notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

33. REQUISITION OF EXTRAORDINARY GENERAL MEETING

- a. The Board may, whenever it thinks fit, Call an Extraordinary General Meeting or it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid-up Share Capital of the Company as on that date carries the Right of Voting and such Meeting shall be held at the Office or at such place and at such time as the Board thinks fit.
- b. Any valid requisition so made by Shareholders must state the object or objects of the Meeting proposed to be Called, and must be signed by the Requisitionists and be Deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more Requisitionists.
- c. Upon the receipt of any such valid requisition, the Board shall forthwith Call an Extraordinary General Meeting and if they do not proceed within 21 (twenty -one) days from the date of the requisition being deposited at the Office to cause a Meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the Requisitionists or such of their number as represent either a majority in value of the Paid-up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the Meeting, but in either case any Meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.
- d. Any Meeting Called under the foregoing Sub-Articles by the Requisitionists, shall be Called in the same manner, as nearly as possible, as that in which a Meeting is to be called by the Board.

- e. No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the Notice or Notices by which it was convened.
- f. The Extraordinary General Meeting Called under this Article shall be subject to and in accordance with the provisions under the Act read with the Companies (Management and Administration) Rules, 2014.

34. NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT

The Quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a Quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Meeting if convened by or upon the requisition of Members, shall stand dissolved but in case of any other Shareholders' Meeting shall be adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day at such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned Meeting also, the Quorum is not present, at the expiration of half an hour from the time appointed for holding the Meeting, the Members present shall be a Quorum, and may transact the business for which the Meeting was called.

35. CHAIRMAN

The Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any Meeting, he shall not be present within fifteen Minutes of the time appointed for holding such Meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect one of their Members to be the Chairman of the Meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

36. CHAIRMAN CAN ADJOURN THE GENERAL MEETING

The Chairman may, with the consent given in the Meeting at which a quorum is present (and if so, directed by the Meeting) adjourn the General Meeting from time-to-time and from place to place within the city, town or village in which the Office of the Company is situate but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

37. DEMAND FOR POLL

- a. At any General Meeting, a Resolution put to the Vote of the General Meeting shall, unless a Poll is demanded in accordance with the Act, be decided in the manner set out in the Act. Before or on the declaration of the result of the Voting on any Resolution by a show of hands, a Poll may be carried out in accordance with the applicable provisions of the Act or the Voting is carried out electronically. Unless a Poll is demanded, a declaration by the Chairman that a Resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such Resolution or otherwise.
- b. In the case of equal Votes, the Chairman shall both on a show of hands and at a Poll, (if any), have a casting Vote in addition to the Vote or Votes to which he may be entitled as a Shareholder.
- c. If a Poll is demanded as aforesaid, the same shall subject to anything stated in these Articles be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the Poll shall be deemed to be the decision of the Meeting at which the Poll was demanded. Any business other than that upon which a Poll has been demanded may be proceeded with, pending the taking of the Poll. The demand for a Poll may be withdrawn at any time by the Person or Persons who made the demand.
- d. Where a Poll is to be taken, the Chairman of the Meeting shall appoint such number of scrutinizers as prescribed under the Act and Rules to scrutinize the Votes given on the Poll and to report thereon to him. The Chairman shall

have power at any time before the result of the Poll is declared, to remove a scrutinizer from office and fill vacancies in the office of scrutinizer arising from such removal or from any other cause.

- e. Any Poll duly demanded on the election of a Chairman of a Meeting or any question of adjournment, shall be taken at the Meeting forthwith.
- f. The demand for a Poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which the Poll has been demanded.
- g. No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such Meeting.
- h. The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

38. PASSING RESOLUTIONS BY POSTAL BALLOT

- a. Notwithstanding any of the provisions of these Articles, the Company may, and in the case of Resolutions Relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any Resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a Right to be heard at any Meeting, transact the same by way of postal ballot.
- b. Where the Company decides to pass any Resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

39. VOTES OF MEMBERS

- a. No Shareholder shall be entitled to Vote either personally or by Proxy at any General Meeting or Meeting of a class of Shareholders either upon a show of hands or upon a Poll in respect of any Shares registered in his name on which Calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any Right of Lien.
- b. Subject to the provisions of these Articles, without prejudice to any special Privilege or restrictions as to Voting for the time being attached to any class of Shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and Vote at such Meeting, and on a show of hands, every Shareholder present in person shall have one Vote and upon a Poll, the Voting Right of such Shareholder present, either in person or by Proxy, shall be in proportion to his Share of the Paid-up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding Preference Shares be present at any Meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a Right to Vote only on Resolutions placed before the Meeting, which directly affect the Rights attached to his Preference Shares.

- c. On a Poll taken at a Meeting of the Company, a Shareholder entitled to more than one Vote, or his Proxy, or any other Person entitled to Vote for him (as the case may be), need not, if he Votes, use or cast all his Votes in the same way.
- d. A Shareholder 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, through a Committee or through his legal guardian; and any such Committee or guardian may, on a Poll Vote by Proxy. If any Shareholder be a minor his Vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the Meeting.
- e. If there be joint registered holders of any Shares, any one of such Persons may Vote at any Meeting or may appoint another Person, (whether a Shareholder or not) as his Proxy in respect of such Shares, as if he were Solely entitled

thereto; but the Proxy so appointed shall not have any Right to speak at the Meeting and if more than one of such Joint-Holders be present at any Meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to Vote in respect of such Shares, but the other joint-holders shall be entitled to be present at the Meeting. Executors or Administrators of a deceased Shareholder in whose name Shares stand shall for the purpose of these Articles be deemed Joint-Holders thereof.

- f. Subject to the provision of these Articles, Votes may be given personally or by an attorney or by Proxy. A Body Corporate, whether or not a Company within the meaning of the Act, being a Shareholder may Vote either by a Proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same Rights and powers, (including the Right to Vote by Proxy), on behalf of the Body Corporate which he represents as that body could have exercised if it were an Individual Shareholder.
- g. Any Person entitled to transfer any Shares of the Company may Vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that forty-eight hours at least before the time of holding the Meeting or adjourned Meeting, as the case may be, at which he proposes to Vote, he shall satisfy the Board of his Right to such Shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his Right to Vote at such Meeting in respect thereof.
- h. Every Proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a Corporation under the seal of such Corporation or be signed by an Officer or an attorney duly authorised by it, and any Committee or guardian may appoint Proxy. The Proxy so appointed shall not have any Right to speak at a Meeting.
- i. An instrument of Proxy may appoint a Proxy either for (i) the purposes of a particular Meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a Proxy for the purposes of every Meeting of the Company, or (iv) of every Meeting to be held before a date specified in the instrument for every adjournment of any such Meeting.
- j. A Shareholder present by Proxy shall be entitled to Vote only on a Poll.
- k. Every instrument of Proxy whether for a specified Meeting or otherwise should, as far as circumstances admit, be in any of the forms set out under Section 105 and other provisions of the Act and in the Companies (Management and Administration) Rules, 2014.
- l. A Vote given in accordance with the terms of an instrument of Proxy shall be valid notwithstanding the previous death of the principal, or revocation of the Proxy or of any Power of Attorney under which such Proxy was signed, or the transfer of the Share in respect of which the Vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the Meeting.
- m. 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 Chairman of the Meeting, whose decision shall be final and conclusive.
- n. The Chairman of any Meeting shall be the Sole judge of the validity of every Vote tendered at such Meeting. The Chairman present at the taking of a Poll shall be in the Sole judge of the validity of every Vote tendered at such Poll.
 1. The Company shall cause Minutes of the proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such Meeting concerned, entries thereof in Books kept for that purpose with their pages consecutively numbered.
 2. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each Meeting in such book shall be dated and signed by the Chairman of the same Meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose.
 3. The Minutes of each Meeting shall contain a fair and correct summary of the proceedings thereat.
 4. All appointments of Directors of the Company made at any Meeting aforesaid shall be included in the Minutes of the Meeting.
 5. Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of

any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the Meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.

6. Any such Minutes shall be evidence of the proceedings recorded therein.
 7. The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the Inspection of any Shareholder without Charge.
 8. The Company shall cause Minutes to be duly entered in Books provided for the purpose of:
 9. the names of the Directors and Alternate Directors present at each General Meeting;
 10. all Resolutions and proceedings of General Meeting.
- o. All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority Vote.
 - p. Any Corporation which is a Shareholder of the Company may, by Resolution of the Board or other Governing Body, authorise such person as it thinks fit to act as its representative at any Meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the Corporation which he represents as that Corporation could have exercised if it were an Individual Shareholder in the Company (including the Right to Vote by Proxy).
 - q. The Company shall also provide to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations or any other Law, if applicable to the Company.

40. DIRECTORS

- a. The First Directors of the Company are:
 1. **Udaya Kiran Perala – Executive Director**
 2. **Yamaka Santhi – Executive Director**
- b. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) Directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) Woman Director, as may be prescribed by Law from time-to-time.
- c. Subject to Article 41(a), Sections 149, 152 and 164 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.
- d. The Company may, subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

41. CHAIRMAN OF THE BOARD OF DIRECTORS

- a. The Members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all Meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting Vote in the event of a tie.
- b. If for any reason the Chairman is not present at the Meeting or is unwilling to act as Chairman, the Members of the Board shall appoint any one of the remaining Directors as the Chairman.

42. APPOINTMENT OF ALTERNATE DIRECTORS

Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate Director to act for a Director of the

Company during such Director's absence for a period of not less than 3 (three) months from India. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter Called "the Original Director") (subject to such person being acceptable to the Chairman) during the Original Director's absence. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

43. CASUAL VACANCY AND ADDITIONAL DIRECTORS

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time-to-time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 40. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that Meeting subject to the applicable provisions of the Act.

44. DEBENTURE DIRECTORS

If it is provided by a Trust Deed, securing or otherwise, in connection with any Issue of Debentures of the Company, that any Person/Lender or Persons/Lenders shall have power to nominate a Director of the Company, then in the case of any and every such Issue of Debentures, the Person/Lender or Persons/Lenders having such power may exercise such power from time-to-time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/Lender or Persons/Lenders 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 bound to hold any Qualification Shares and shall not be liable to retire by rotation or be removed by the Company, but shall automatically cease and vacate office as a Director if and when the Debentures are fully discharged.

45. INDEPENDENT DIRECTORS

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed SEBI Listing Regulations.

46. NOMINEE DIRECTORS

- a. The Board may appoint any person as a Director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its Shareholding in a Government Company.
- b. So long as any moneys remain owing by the Company to the Industrial Development Bank of India, Industrial Finance Corporation of India, The Industrial Credit and Investment Corporation of India Limited, The Industrial Reconstruction Corporation of India Limited, Life Insurance Corporation of India, General Insurance Corporation of India, National Insurance Company Limited, Oriental Fire & General Insurance Company Limited, The New India Assurance Company Limited, United India Insurance Company Ltd., Karnataka State Industrial Investment and Development Corporation Ltd. or any State Financial Corporation or any Financial Institution owned or controlled by the Central Government or any State Government or the Reserve Bank of India or by two or more of them by Central Government themselves (each of the above and Unit Trust of India are hereinafter referred to as the Corporation) out of any loans/Debentures, assistance granted by them to the Company or so long as the Corporation holds or continues to hold Debentures/Shares in the Company as a result of any guarantee furnished by the Corporation on behalf of the Company and remaining outstanding, the Corporation shall have a Right to appoint from time-to-time, any person as Director, Whole-Time or Non-Whole-Time (which Director or Directors, is/are hereinafter referred to as 'Nominee Director/s') on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person in his or their places. The Board shall have no power to remove from the office of the Nominee Directors. At the Option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation. Subject as aforesaid, Nominee Director/s shall be entitled to the same Rights and Privileges and be subject to the same obligations as any other Directors of the Company

47. PERIOD OF HOLDING OF OFFICE BY NOMINEE DIRECTORS

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/Shares in the Company as a result of Underwriting or by Direct Subscription or Private Placement or the Liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said powers shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/ Shares in the Company or on the satisfaction of Liability of the Company arising out of any guarantee furnished by the Corporation.

48. APPOINTMENT OF SPECIAL DIRECTORS

On behalf of the Company, whenever Directors enter into a contract with any Government, Central, State or Local, any Bank or Financial institution or any person or persons (hereinafter referred to as “the appointer”) for borrowing any money or for providing any guarantee or Security or for technical collaboration or assistance or for Underwriting or entering into any other Arrangement whatsoever the Directors shall have, subject to the provisions of Section 152 of the Act, the power to agree that such appointer shall have Right to appoint or nominate by Notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any Qualification Shares. The Directors may also agree that any such Director or Directors may be removed from time-to-time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the Rights and Privileges exercised and enjoyed by the Directors of the Company including payment of Remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the Appointer.

49. NO QUALIFICATION SHARES FOR DIRECTORS

A Director shall not be required to hold any Qualification Shares of the Company.

50. REMUNERATION OF DIRECTORS

- a. Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole-time employment of the Company may be paid Remuneration either by a way of monthly payment or at a specified percentage of the Net Profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.
- b. Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central Government from time-to-time for each Meeting of the Board or any Committee thereof attended by him.
- c. The Remuneration payable to each Director for every Meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time-to-time within the maximum limits prescribed from time-to-time by the Central Government pursuant to the first proviso to Section 197 of the Act.
- d. All Fees / Compensation to be paid to Non-Executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any Stock Options.

51. SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR

If any Director be Called upon to perform extra services or 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 arrange with such Director for such special Remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such Remuneration may either be in addition, to or in substitution for his Remuneration otherwise provided, subject to the applicable provisions of the Act.

52. MISCELLANEOUS EXPENSES OF DIRECTORS

In addition to the Remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them: (a) in attending and returning from Meetings of the Board of Directors or

any Committee thereof or General Meetings of the Company; or (b) in connection with the business of the Company. The Rules in this regard may be framed by the Board of Directors from time-to-time.

53. CONTINUING DIRECTORS

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 40 hereof, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

54. DISQUALIFICATION AND VACATION OF OFFICE BY A DIRECTOR

- a. A person shall not be eligible for appointment as a Director of the Company if he incurs any of the disqualifications as set out in Section 164 and other relevant provisions of the Act. Further, on and after being appointed as a Director, the office of a Director shall ipso facto be vacated on the occurrence of any of the circumstances under Section 167 and other relevant provisions of the Act.
- b. Subject to the applicable provisions of the Act, the resignation of a Director shall take effect from the date on which the Notice is received by the Company or the date, if any, specified by the Director in the Notice, whichever is later.

55. RELATED PARTY TRANSACTIONS AND DISCLOSURE OF INTEREST

The Company shall comply with the applicable provisions of the Act, Rules framed thereunder and other relevant provisions of Law in respect of Related Party Transactions and the Directors shall comply with the disclosure of interest provisions under the Act.

56. RETIREMENT OF DIRECTORS BY ROTATION

- a. At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with Section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election.
- b. The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Provided that and to the extent permissible under the Act, the Managing Director, joint managing Director, deputy managing Director, manager or whole-time Director(s) appointed or such other Directors nominated pursuant to Articles 44 and 46 hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

57. PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP

- a. If the place of the retiring Director is not so filled up and the Meeting has not expressly resolved not to fill the vacancy, the Meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.
- b. If at the adjourned Meeting also, the place of the retiring Director is not filled up and that Meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned Meeting, unless:
 - (I) at that Meeting or at the previous Meeting a Resolution for the reappointment of such Director has been put to the Meeting and lost;
 - (II) retiring Director has, by a Notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;
 - (III) he is not qualified or is disqualified for appointment;
 - (IV) a Resolution whether Special or Ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act; or
 - (V) Section 162 of the Act is applicable to the case.

58. MANAGING DIRECTOR(S) / WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S) / MANAGER

Subject to the provisions of Section 203 of the Act and other applicable provisions of the Act and of these Articles, the Board may appoint from time-to-time one or more of their Directors to be the Managing Director or joint managing Director or whole time Director or deputy managing Director or manager of the Company on such terms and on such Remuneration (in any manner, subject to it being permissible under the Act) partly as the Board may think fit in accordance with the applicable provisions of the Act and the Rules thereunder. Subject to the provisions of the Act, the Managing Director or Joint Managing Director or Whole-Time Director or Deputy Managing Director or Manager of the Company so appointed by the Board shall not while holding that office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of Directors, but their appointment shall be subject to determination ipso facto if they cease from any cause to be a Director or if the Company in General Meeting resolve that their tenure of the office of Managing Director or Joint Managing Director or Whole-Time Director or Deputy Managing Director or Manager be determined.

59. PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT

- a. Unless permitted under the Act, the Company however, shall not appoint or employ at the same time more than one of the following categories of Management personnel namely, a managing Director and manager.
- b. The Remuneration of a Managing Director/ whole time Director or executive Director or manager shall (subject to Sections 196, 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles and of any contract between him and the Company) be paid in the manner permitted under the Act.

60. POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER

Subject to the provisions of the Act, the Directors, may from time-to-time entrust and confer upon a Managing Director, whole time Director(s), executive Director(s) or managers for the time being such of the powers exercisable upon such terms and conditions and with such restrictions as they may think fit either collaterally with or to the exclusion of and in substitution for all or any of their own powers and from time-to-time revoke, withdraw, alter or vary all or any of such powers.

61. POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING

Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by Resolutions passed at the Meeting of the Board:

- a. to make Calls on Shareholders in respect of money unpaid on their Shares;
- b. to authorise buy-back of Securities under Section 68 of the Act;
- c. to Issue Securities, including Debentures, whether in or outside India;
- d. to borrow money(ies);
- e. to Invest the funds of the Company;
- f. to grant loans or give guarantee or provide Security in respect of loans; and
- g. any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations to be exercised by the Board only by Resolutions passed at the Meeting of the Board.

The Board may, by a Resolution passed at a Meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above. In respect of dealings between the Company and its Bankers the exercise by the Company of the powers specified in clause (d) shall mean the Arrangement made by the Company with its Bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the Arrangement so made is actually availed of.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under Section 180 of the Act.

62. PROCEEDINGS OF THE BOARD OF DIRECTORS

- a. At least 4 (four) Board Meetings shall be held in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings.

- b. The participation of Directors in a Meeting of the Board may be either in person or through video conferencing or other audiovisual means, as may be prescribed under the Act, which are capable of recording and recognizing the participation of the Directors and of recording and storing the proceedings of such Meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a Meeting through video conferencing or other audio-visual means. Any Meeting of the Board held through video conferencing or other audiovisual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.
- c. The Secretary, as directed by a Director, or any other Director shall, as and when directed by the Chairman or a Director convene a Meeting of the Board by giving a Notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.
- d. The Board may meet either at the Office of the Company, or at any other location in India or outside India, as the Chairman may determine.
- e. At least 7 (seven) days' Notice of every Meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such Notice shall be sent by hand delivery or by post or by electronic means. A Meeting of the Board may be convened in accordance with these Articles by a shorter Notice in case of any urgent matters as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said Meeting. If an Independent Director is not present in the said Meeting, then decisions taken at the said Meeting shall be circulated to all the Directors and shall be final only upon ratification by one Independent Director. Such Notice or shorter Notice may be sent by post or by fax or e-mail depending upon the circumstances.
- f. At any Board Meeting, each Director may exercise 1 (one) Vote. The adoption of any Resolution of the Board shall require the affirmative Vote of a majority of the Directors present at a duly constituted Board Meeting.

63. QUORUM FOR BOARD MEETING

a. Quorum for Board Meetings

- (I) Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two Directors, whichever is higher, and the presence of Directors by video conferencing or by other audiovisual means shall also be counted for the purposes of calculating quorum. 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 the Directors who are not interested present at the Meeting being not less than two, shall be the quorum during such Meeting.
- (II) If a Meeting of the Board could not be held for want of quorum, then the Meeting shall automatically stand adjourned to such other time as may be fixed by the Chairman.

64. CASTING VOTE

Questions arising at any Meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority Vote. In the case of an equality of Votes, the Chairman shall have a second or casting Vote. No Regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that Regulation had not been made.

65. POWERS OF THE BOARD

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law:

- a. The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles of Association of the Company.
- b. The Board is vested with the entire Management and control of the Company, including as regards any and all decisions and Resolutions to be passed, for and on behalf of the Company.

Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

- i. Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such

- undertaking. The term ‘undertaking’ and the expression ‘substantially the whole of the undertaking’ shall have the meaning ascribed to them under the provisions of Section 180 of the Act;
- ii. Remit, or give time for repayment of, any Debt due by a Director;
 - iii. Invest otherwise than in Trust Securities the amount of compensation received by the Company as a result of any merger or amalgamation; and
 - iv. Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of businesses), will exceed the aggregate of the Paid-up Capital of the Company and its free reserves.

Provided further that prior permission of the Company in a General Meeting shall be required for making a contribution, in any Financial Year, to bonafide charitable and other funds in excess of an aggregate amount equivalent to 5 (five) % of the Company’s average Net Profits for the 3 (three) immediately preceding Financial Years.

c. Certain Powers of the Board

Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article and other provisions of the Act, it is hereby declared that the Directors shall have the following powers, that is to say, power:

- (I) To pay the costs, Charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (II) Payment out of Capital: To pay and Charge to the Capital account of the Company any commission or interest Lawfully payable thereout, under the provisions of Sections 40(6) of the Act,
- (III) To acquire property Subject to Sections 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, Rights, Privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit, and in any such purchases or other acquisition to accept such Title as the Directors may believe or may be advised to be reasonably satisfactory,
- (IV) To pay for property, etc. : At their discretion and subject to the provisions of the Act, to pay for any property, Rights, or Privileges acquired or services rendered in the Company either wholly or partially, in cash or in Shares, Bonds, Debentures, mortgages, or other Securities of the such amount credited as Paid-up thereon as may be agreed upon and any such Bonds; Debentures, mortgages or other Securities may be either, specifically Charged upon all or any part of the property of the Company and its Un-Called Capital or not so Charged.
- (V) To secure contracts: To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or Charge of all or any of the property of the Company and its Un-Called Capital for the time being or in such manner as they may think fit.
- (VI) To accept surrender of Shares: To accept from any Member, as far as may be permissible by Law, a surrender of his Shares or any part thereof, on such terms and conditions as shall be agreed.
- (VII) To appoint Trustees: To appoint any person to accept and to hold in Trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes; and to execute and do all such Deeds and things as may be required in Relation to any such Trust, and to provide for the Remuneration of such Trustee or Trustees.
- (VIII) To bring and defend actions: To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its Officers or otherwise payment or satisfaction of any Debts due, and of any claims or demands by or against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon.
- (IX) To act in insolvency matters: To act on behalf of the Company in all matters Relating to Bankrupts and insolvents.
- (X) To give receipts: To make and give receipts, releases and other discharges for moneys payable to the Company, and for the claims and demands of the Company.
- (XI) To Invest moneys: Subject to the provisions of Sections 179, 180 (1) (c), 185, and 186 of the Act, to Invest, Deposit and deal with any moneys of the Company not immediately required for the purpose thereof, upon such Security (not being Shares of this Company), or without Security and in such manner as they may think fit, and

from time-to-time to vary or realize such Investments. Save as provided in Section 49 of the Act, all Investments shall be made and held in the Company's own name.

- (XII) To provide for Personal Liabilities: To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal Liability whether as principal or surety; for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of Sale, and such other powers, provisions, covenants and agreements as shall be agreed upon.
- (XIII) To authorize acceptances: To determine from time-to-time who shall be entitled to sign, on the Company's behalf, Bills, Notes, Receipts, Acceptances, Endorsements, Cheques, Dividend Warrants, Releases, Contracts and Documents and to give necessary Authority for such purpose.
- (XIV) To distribute Bonus: To distribute by way of Bonus amongst the staff of the Company a Share in the Profits of the Company, and to give to any Officer or other person employed by the Company a commission on the Profits of any particular business or transaction and to Charge such Bonus or commission as part of the working expenses of the Company.
- (XV) To provide for welfare of employees : To provide for the welfare of Directors or Ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of moneys, pensions, gratuities, allowances, Bonus or other payments; or by creating and from time-to-time subscribing or contributing to provident and other Associations, Institutions or Funds or Trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of Section 180 of the Act. To subscribe or contribute or otherwise to assist or to guarantee money to any charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation, or of public and general utility or otherwise.
- (XVI) To create reserve fund : Before recommending any Dividend to set aside, out of the Profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund or to an Insurance Fund or as a Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay Debentures or Debenture-Stock, or for special Dividends or for equalizing Dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause), as the Board may in their absolute discretion think conducive to the interest of the Company, and subject to Section 179 of the Act, to Invest the several sums so set aside or so much thereof as required to be Invested, upon such Investments (other than Shares of the Company) as they think fit, and from time-to-time to deal with and vary such Investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think, conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the Capital moneys of the Company might Rightly be applied or expended, and to divide the reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund and with full power to employ the Assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of Debentures or Debenture- Stock, and without being bound to keep the same separate from the other Assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.
- (XVII) To appoint managers etc.: To appoint, and at their discretion remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants for permanent, temporary or special services as they may from time-to-time think fit, and to determine their powers and duties and fix their salaries, or emoluments or Remuneration, and to require Security in such instances and to such amount as they may think fit. And also from time-to-time to provide for the Management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such h manner as they think fit.
- (XVIII) To comply with local Laws: To comply with requirements of any local Law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.

- (XIX) To delegate powers : Subject to Section 179 of the Act, from time-to-time and at any time to delegate to any persons so appointed any of the powers, Authorities and discretions for the time being vested in the Board, other than their power to make Call or to make loans or borrow moneys, and any such appointment or delegation may be made on such terms, and subject to such conditions as the Board may think fit, and the Board may at any time remove any persons so appointed and may annul any such delegation.
- (XX) To authorize by Power of Attorney : At any time and from time-to-time by Power of Attorney (if so resolved by the Board under the Seal of the Company), to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, Authorities, and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make Calls and excluding also except in the limits authorized by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time-to-time think fit, and any such appointment may (if the Board thinks fit) be made in favor of the Shareholders, Directors, nominees or managers of any Company or Firm or otherwise in favor of any fluctuating body of persons whether nominated directly, or indirectly by the Board and any such Power of Attorney may contain such powers for the protection or convenience of persons dealing with such Attorneys as the Board may think fit, and may contain Powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the Powers, Authorities and discretions for the time- being vested in them.
- (XXI) To negotiate: Subject to Section 188 of the Act for or in Relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, Deeds, and things in the name and on behalf of the Company as they may consider expedient.
- (XXII) To make and vary Regulations: From time-to-time make, vary or repeal Bye-Laws for the Regulation of the business of the Company, its Officers and servants.
- (XXIII) Amendments to Accounts: Subject to Section 130, the Directors shall, if they consider it to be necessary and in the interest of the Company, be entitled to amend the Audited Accounts of the Company of any Financial Year which have been laid before the Company in General Meeting. The amendments to the Accounts effected by the Directors in pursuance of this Article shall be placed before the Members in General Meeting for their consideration and approval.

To formulate Schemes, etc., subject to the provisions of the Law, the Directors may formulate, create, institute or set up such schemes, Trusts, plans or proposals as they may deem fit for the purpose of providing incentive to the Officers, employees and workers of the Company, including without limiting the generality of the foregoing, formulation of schemes for the subscription by the Officers, employees and workers to Shares in, or Debentures of, the Company.

66. COMMITTEES AND DELEGATION BY THE BOARD

- a. The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powers to the Managing Director(s), the executive Director(s) or manager or the chief executive Officer of the Company. The Managing Director(s), the executive Director(s) or the manager or the chief executive Officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any Regulations that may from time-to-time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such Regulations shall have the like force and effect as if done by the Board.
- b. Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any of its powers to Committees of the Board consisting of such Member or Members of the Board as it thinks fit, and it may from time-to-time revoke and discharge any such Committee of the Board either wholly or in part and either as to persons or purposes. 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 fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

- c. The Meetings and proceedings of any such Committee of the Board consisting of 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 Regulation made by the Directors under the last preceding Article.

67. ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT

- a. All acts undertaken at any Meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
- b. Save as otherwise expressly provided in the Act, a Resolution in writing, signed by all the Members of the Board or of a Committee thereof, for the time being entitled to receive Notice of a Meeting of the Board or Committee, shall be valid and effective as if it had been passed at a Meeting of the Board or Committee, duly convened and held.

68. PASSING OF RESOLUTION BY CIRCULATION

- a. No Resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless the Resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or Members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or Members, who are entitled to Vote on the Resolution. However, in case one-third of the total number of Directors for the time being require that any Resolution under circulation must be decided at a Meeting, the Chairman shall put the Resolution to be decided at a Meeting of the Board.
- b. A Resolution mentioned above shall be noted at a subsequent Meeting of the Board or the Committee thereof, as the case may be, and made part of the Minutes of such Meeting.

69. MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD

- a. The Company shall prepare, circulate and maintain Minutes of each Board Meeting in accordance with the Act and Rules and such Minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.
- b. The Minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 Issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

70. THE SECRETARY

Subject to the provisions of Section 203 of the Act, the Board may, from time-to-time, appoint any Individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time-to-time be assigned to him by the Board. The Board may also at any time appoint some Individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

71. SEAL

- a. The Board may provide a Seal for the purposes of the Company, and shall have power from time-to-time to destroy the same and substitute a new Seal in lieu thereof, and if the Seal is provided for, the Board shall provide for the safe custody of the Seal for the time being.
- b. Subject to Article 72 (a), the Board may, if a Seal is required to be affixed on any instrument, affix the Seal of the Company, to any instrument by the Authority of a Resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in the presence of at least 2 (two) Directors and of the Secretary or such other person as the Board may appoint for the purpose; and those 2 (two) Directors and the Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

72. DIVIDEND POLICY

- a. The Profits of the Company, subject to any special Rights Relating thereto being created or authorized to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the Shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.
- b. Subject to the provisions of Section 123 of the Act, the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective Rights and interests in the Profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.
- c. No Dividend shall be declared or paid otherwise than out of Profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the Profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed, or out of both, and provided that the declaration of the Board as to the amount of the Net Profits shall be conclusive.
- d. Subject to Section 123, the Board may, from time-to-time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies.
- e. Where Capital is paid in advance of Calls upon the footing that the same shall carry interest, such Capital shall not whilst carrying interest, confer a Right to participate in Profits or Dividend.
- f.
 - i. Subject to the Rights of Persons, if any, entitled to Shares with special Rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof Dividend is paid but if and so long as nothing is Paid-upon any Shares in the Company, Dividends may be declared and paid according to the amount of the Shares.
 - ii. No amount paid or credited as paid on Shares in advance of Calls shall be treated for the purpose of this Article as paid on Shares.
 - iii. All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the Dividend is paid, but if any Shares are Issued on terms providing that it shall rank for Dividend as from a particular date such Shares shall rank for Dividend accordingly.
- g. Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon Shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such Shares or until such Shares shall have been duly transferred to him.
- h. Any one of several Persons who are registered as the joint -holders of any Share may give effectual receipts for all Dividends or Bonus and payments on account of Dividends or Bonus or Sale proceeds of fractional Certificates or other money(ies) payable in respect of such Shares.
- i. Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.
- j. Subject to Section 126 of the Act, a transfer of Shares shall not pass the Right to any Dividend declared thereon before the registration of the transfer.
- k. Unless otherwise directed any Dividend may be paid by Cheque or Warrant or by a Pay Slip or receipt (having the force of a Cheque or Warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of Joint-Holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such Cheque or Warrant shall be made payable to the Order of the Person to whom it is sent and in case of Joint-Holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any Cheque or Warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person

entitled thereto, by a forged endorsement of any Cheque or Warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint -holders of any Share(s) any one of them can give effectual receipts for any money (ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose Sole name any Share stands, shall for the purposes of this Article be deemed to be Joint-Holders thereof.

- l. No unpaid Dividend shall bear interest as against the Company.
- m. Any General Meeting declaring a Dividend may on the recommendation of the Board, make a Call on the Shareholders of such amount as the Meeting fixes, but so that the Call on each Shareholder shall not exceed the Dividend payable to him, and so that the Call will be made payable at the same time as the Dividend; and the Dividend may, if so, arranged as between the Company and the Shareholders, be set -off against such Calls.
- n. Notwithstanding anything contained in this Article, the Dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

73. UNPAID OR UNCLAIMED DIVIDEND

- a. Subject to the provisions of the Act, if the Company has declared a Dividend but which has not been paid or the Dividend Warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of Dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled Bank.
- b. Subject to provisions of the Act, any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-Section (1) of Section 125 of the Act, viz. “Investors Education and Protection Fund”.
- c. Subject to the provisions of the Act, no unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

74. ACCOUNTS AND BOARD’S REPORT

- a. The Company shall prepare and keep the Books of accounts or other relevant Books and Papers and Financial Statements for every Financial Year which gives a true and fair view of the state of affairs of the Company, including its Branch Office or Offices, if any, in accordance with the Act, Rules and as required under applicable Law.
- b. In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a ‘Board’s Report’ as to the state of the Company’s affairs and as to the amounts, if any, which it proposes to carry to any reserves in such Balance Sheet and the amount, if any, which it recommends should be paid by way of Dividend; and material changes and commitments, if any, affecting the Financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Balance Sheet relates and the date of the Report. The Board shall also give the fullest information and explanations in its report aforesaid or in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor’s Report and by the Company Secretary in practice in his Secretarial Audit Report.
- c. The Company shall comply with the requirements of Section 136 of the Act.

75. DOCUMENTS AND NOTICES

- a. A document or Notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post or by registered post or by courier, to him to his registered address.
- b. Where a document or Notice is sent by post, service of the document or Notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or Notice, provided that where a Shareholder has intimated to the Company in advance that documents or Notices should be sent to him under a Certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has Deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or Notice

shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have effected in the case of a Notice of a Meeting, at the expiration of forty-eight hours after the letter containing the document or Notice is posted or after a telegram has been dispatched and, in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.

- c. A document or Notice may be given or served by the Company to or on the joint - holders of a Share by giving or serving the document or Notice to or on the joint- holder named first in the Register of Members in respect of the Share.
- d. Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or Notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his Title to such Share.
- e. Any document or Notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photo-stat or lithographed.
- f. All documents or Notices to be given or served by Shareholders on or to the Company or to any Officer thereof shall be served or given by sending the same to the Company or Officer at the Office by post under a Certificate of posting or by registered post or by leaving it at the Office.
- g. Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a Member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each Member an opportunity to register his email address and change therein from time-to-time with the Company or the concerned Depository. The Company shall fulfill all conditions required by Law, in this regard.

76. SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the Notices to him, a document advertised in a newspaper circulating in the neighborhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

77. NOTICE BY ADVERTISEMENT

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

78. WINDING UP

- a. 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 Shareholders, 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.
- b. 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 Shareholders or different classes of Shareholders.
- c. 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.

79. INDEMNITY

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.

80. DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS

Subject to the provision of the Act, no Director, Manager or Officer of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager or Officer or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of Title to any property acquired by Order of the Directors or for any loss or expenses happening to the Company through the insufficiency or deficiency of any Security in or upon which any of the monies of the Company shall be Invested or for any loss or damage arising from the Bankruptcy, insolvency or tortuous act of any person with whom any monies, Securities or effects shall be Deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof, unless the same shall happen through the negligence, default, misfeasance, breach of duty or breach of Trust of the relevant Director, Manager or Officer.

81. SIGNING OF CHEQUES

Subject to applicable Law and Section 64 of the Act, all Cheques, Promissory Notes, Drafts, Bills of Exchange, and other Negotiable Instruments, and all receipts for moneys paid by the Company, shall be signed, drawn, accepted or otherwise executed as the case may be, in such manner as the Directors shall from time-to-time by Resolution determine.

82. INSPECTION BY SHAREHOLDERS

The register of Charges, register of Investments, Register of Members, Books of accounts and the Minutes of the Meeting of the Shareholders shall be kept at the office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for Inspection of any Shareholder without Charge. In the event such Shareholder conducting Inspection of the abovementioned documents requires extracts of the same, the Company may Charge a fee which shall not exceed rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

83. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION

The Company may amend its Memorandum of Association and Articles of Association subject to Sections 13, 14 and 15 of the Act and other provisions of Law, as may be applicable from time-to-time.

84. SECRECY OF WORKS OR INFORMATION

No Shareholder shall be entitled to visit or Inspect the Company's work without permission of the Directors or to require discovery of any information respectively any details of Company's trading or any matter which is or may be in the nature of a Trade Secret, history of Trade or secret process which may be Related to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public.

85. DUTIES OF THE OFFICER TO OBSERVE SECRECY

Every Director, Managing Directors, manager, Secretary, Auditor, Trustee, Members of the Committee, Officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Directors before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy Relating to all transactions of the Company with its customers and the state of accounts with Individuals and all manufacturing, technical and business information of the Company and in matters Relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the Directors or the Auditors, or by Resolution of the Company in the General Meeting or by a Court of Law a except so far as may be necessary in Order to comply with any of the provision of these Articles or Law.

86. AUTHORIZATIONS

- a. Wherever in the Act it has been provided that the Company or the Board shall have any Right, Privilege or Authority or that the Company could carry out any transaction only if the Company or the Board is so authorized by its Articles, then and in that case these Articles hereby authorize and empower the Company and/ or the Board (as the case may be) to have all such Rights, Privileges, Authorities and to carry out all such transactions as have been permitted by

the Act without there being any specific Regulation to that effect in these Articles save and except to the extent that any particular Right, Privilege, Authority or transaction has been expressly negated or prohibited by any other Article herein).

- b. If pursuant to the approval of these Articles, if the Act requires any matter any matter previously requiring a Special Resolution is, pursuant to such amendment, required to be approved by an Ordinary Resolution, then in such a case these Articles hereby authorize and empower the Company and its Shareholders to approve such matter by an Ordinary Resolution without having to give effect to the specific provision in these Articles requiring a Special Resolution to be passed for such matter.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by Our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by Our Company. These Contracts, copies of which will be attached to the copy of the Draft Prospectus, will be delivered to the Registrar for registration, and also the documents for Inspection referred to hereunder, may be Inspected at the Registered Office of Our Company located at Sy. No. 115, First Floor, Brig Sayeed Road, Hanumanji Colony, Bowenpally, Manovikasnagar, Tirumalagiri, Secunderabad, Telangana – 500009, from 10:00 A.M. to 5:00 P.M. on working days from the date of the Draft Prospectus until the Issue Closing Date.

Material Contracts

1. Memorandum of Understanding entered on February 8, 2024 between Our Company and the Lead Manager.
2. Agreement between Registrar and Share Transfer Agent and Our Company dated February 8, 2024 appointing them as the Registrar to the Issue.
3. Underwriting Agreement dated [●] between Our Company and Underwriter.
4. Market Making Agreement dated [●] between Our Company, Lead Manager and Market Maker.
5. Tripartite agreement among the NSDL, Our Company and Registrar to the Issue dated January 8, 2024.
6. Tripartite agreement among the CDSL, Our Company and Registrar to the Issue dated February 7, 2024
7. Banker to the Issue and Sponsor Bank Agreement dated [●] between Our Company, the Lead Manager, Banker to the Issue and Registrar to the Issue.

Material Documents

1. Certificate of Incorporation of Our Company in the name of “*Spectrogen International Private Limited*” dated December 22, 2020 issued by the Registrar of Companies – Telangana, Hyderabad.
2. Certificate of Incorporation of Our Company pursuant to change of name to “*Spectrogen Pharmachem Private Limited*” dated November 28, 2023 issued by the Registrar of Companies – Telangana, Hyderabad.
3. Certificate of Incorporation of Our Company pursuant to conversion into Limited Company i.e., “*Spectrogen Pharmachem Limited*” dated December 14, 2023 issued by the Registrar of Companies – Telangana, Hyderabad.
4. Certified True Copy of the Memorandum and Articles of Association of Our Company, as amended.
5. Certified True Copy of the Resolution passed at the Meeting of the Board of Directors dated February 8, 2024 authorizing the Issue.
6. Certified True Copy of the Special Resolution of the Shareholders passed at the Extra-ordinary General Meeting dated February 13, 2024 authorizing the Issue.
7. Statement of Tax Benefits dated February 16, 2024 issued by our Statutory Auditors, M/s PPKG & Co., Chartered Accountants.
8. Deployment Certificate from our Statutory Auditors, M/s PPKG & Co., Chartered Accountants dated February 16, 2024.
9. Report of our Statutory Auditor, M/s. PPKG & Co., Chartered Accountants dated February 8, 2024, on the Restated Financial Statements included in this Draft Prospectus.

10. Copies of Audited Financial Statements of Our Company for the Fiscals 2023, 2022 and 2021 and for the nine months period ended December 31, 2023.
11. Certified True Copy of the Resolution dated January 17, 2024 passed at the Board Meeting, appointing Mr. Bhushanam Busi as the Managing Director of Our Company.
12. Certified True Copy of the Resolution dated January 17, 2024 passed at the Board Meeting, appointing Mr. Srinivasa Raju Marni as the Executive Director of Our Company.
13. Loan License Agreement entered into with M/s Concord Drugs Limited for using the Manufacturing Facility, situated at Hayatnagar Mandal, Ranga Reddy District, Telangana dated September 7, 2023
14. Business Transfer Agreement entered into with M/s Ramya Sai Analytical Services for Business Acquisition of the Firm dated July 15, 2023
15. Loan License Agreement entered into with M/s Vilin Bio Med Limited for using the Manufacturing Facility, situated at Roorkee, Uttarakhand dated March 8, 2023
16. Consents of Directors, Chief Financial Officer, Company Secretary and Compliance Officer, Statutory Auditor, Legal Advisor to the Issue, Banker to the Company, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue, to act in their respective capacities.
17. Due Diligence Certificate dated February 21, 2024 from the Lead Manager to SEBI.
18. Copy of In-Principle Approval from NSE vide letter dated [●] to use the name of NSE in this document for listing of the Equity Shares on EMERGE Platform of NSE along with the confirmation provided by the Lead Manager with respect to changes to be made in the Offer Document.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so, required in the interest of Our Company, or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other relevant Statutes.

DECLARATION

We, hereby declare that all the relevant provisions of the Companies Act, 2013 and the Guidelines / Regulations issued by the Government of India or the Guidelines / Regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013 the Securities and Exchange Board of India Act, 1992 or Rules made or Guidelines or Regulations issued there under, as the case may be. We further certify that all the Statements mentioned in this Draft Prospectus are true and correct.

Signed by all the Directors of Spectrogen Pharmachem Limited

Name and Designation	Signature
Mr. Vyasmurti Madhavrao Shingatgeri Non-Executive and Independent Director	Sd/-
Mr. Bhushanam Busi Managing Director	Sd/-
Mr. Srinivasa Raju Marni Executive Director	Sd/-
Ms. Leela Reddy Konda Non-Executive and Independent Director	Sd/-
Mr. Reddeppa Gundluru Non-Executive and Independent Director	Sd/-

Signed by– Chief Financial Officer

Sd/-

Ms. Arshakota Mounika**Signed by – Company Secretary**

Sd/-

Ms. Sonali Jain

Date: February 23, 2024

Place: Hyderabad